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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Stitch Fix, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of Incorporation or organization)

**27-5026540**

(I.R.S. Employer Identification No.)

**1 Montgomery Street, Suite 1500  
San Francisco, California 94104**  
(Address of principal executive offices) (Zip code)

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**Stitch Fix, Inc. 2017 Incentive Plan**  
(Full title of the plan)

**Elizabeth Spaulding  
Chief Executive Officer  
Stitch Fix, Inc.  
1 Montgomery Street, Suite 1100  
San Francisco, California 94104  
(415) 882-7765**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

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*Copies to:*

**Jodie Bourdet  
David Peinsipp  
Siana Lowrey  
Cooley LLP  
3 Embarcadero Center, 20<sup>th</sup> Floor  
San Francisco, California 94111  
(415) 693-2000**

**Scott Darling  
Casey O'Connor  
Molly Johnson  
Stitch Fix, Inc.  
1 Montgomery Street, Suite 1100  
San Francisco, California 94104  
(415) 882-7765**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering 5,464,539 shares of Class A common stock issuable to eligible persons under the Registrant's 2017 Incentive Plan (the "2017 Plan"), which Class A common stock is in addition to the shares of Class A common stock registered on the Registrant's [Form S-8](#) filed on November 17, 2017 (File No. 333-221650), on the Registrant's [Form S-8](#) filed on October 2, 2019 (File No. 333-234058), on the Registrant's [Form S-8](#) filed on August 14, 2020 (File No. 333-246358), and on the Registrant's [Form S-8](#) filed on September 27, 2021 (File No. 333-259820) (collectively, the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements to the extent relating to the registration of Class A common stock issuable under the 2017 Plan are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## PART II

### ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporation by Reference				Filed or Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Stitch Fix, Inc.</a>	8-K	001-38291	3.1	11/21/2017	
4.2	<a href="#">Amended and Restated Bylaws of Stitch Fix, Inc.</a>	8-K	001-38291	3.2	11/21/2017	
4.3	<a href="#">Form of Class A Common Stock Certificate.</a>	S-1/A	333-221014	4.1	11/6/2017	
5.1	<a href="#">Opinion of Cooley LLP.</a>					X
23.1	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>					X
23.2	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm.</a>					X
24.1	Power of Attorney (included on the signature page).					X
99.1	<a href="#">Stitch Fix, Inc. 2017 Incentive Plan.</a>	10-K	001-38291	10.4	10/3/2018	
99.2	<a href="#">Forms of grant notice, stock option agreement and notice of exercise under the Stitch Fix, Inc. 2017 Incentive Plan.</a>	S-1/A	333-221014	10.5	11/6/2017	
99.3	<a href="#">Forms of restricted stock unit grant notice and Restricted Stock Unit award agreement under the Stitch Fix, Inc. 2017 Incentive Plan.</a>	S-1/A	333-221014	10.6	11/6/2017	
107	<a href="#">Filing Fee Table</a>					X

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S 8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on September 21, 2022.

**STITCH FIX, INC.**

By: /s/ Elizabeth Spaulding  
Elizabeth Spaulding  
Chief Executive Officer and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Elizabeth Spaulding, Dan Jemma and Scott Darling, and each or any one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Elizabeth Spaulding</u> Elizabeth Spaulding	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	September 21, 2022
<u>/s/ Dan Jemma</u> Dan Jemma	Chief Financial Officer <i>(Principal Financial Officer)</i>	September 21, 2022
<u>/s/ Sarah Barkema</u> Sarah Barkema	Vice President, Chief Accounting Officer <i>(Principal Accounting Officer)</i>	September 21, 2022
<u>/s/ Steven Anderson</u> Steven Anderson	Director	September 21, 2022
<u>/s/ J. William Gurley</u> J. William Gurley	Director	September 21, 2022
<u>/s/ Katrina Lake</u> Katrina Lake	Founder and Director	September 21, 2022
<u>/s/ Sharon McCollam</u> Sharon McCollam	Director	September 21, 2022
<u>/s/ Neal Mohan</u> Neal Mohan	Director	September 21, 2022
<u>/s/ Michael Smith</u> Michael Smith	Director	September 21, 2022
<u>/s/ Mikkel Svane</u> Mikkel Svane	Director	September 21, 2022
<u>/s/ Elizabeth Williams</u> Elizabeth Williams	Director	September 21, 2022

## Calculation of Filing Fee Table

Form S-8  
(Form Type)Stitch Fix, Inc.  
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.00002 per share	Other <sup>(2)</sup>	5,464,539 <sup>(3)</sup>	\$4.73 <sup>(2)</sup>	\$25,847,269.47	.0000927	\$2,396.04
Total Offering Amounts				–	\$25,847,269.47	–	\$2,396.04
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	\$2,396.04

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A common stock of Stitch Fix, Inc. (the “Registrant”) that become issuable under the Stitch Fix, Inc. 2017 Incentive Plan (the “2017 Plan”) by reason of any stock split, stock dividend, recapitalization or any other similar transaction effected which results in an increase in the number of Registrant’s outstanding shares of Class A common stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$4.73 per share, the average of the high and low prices of the Registrant’s Class A common stock on September 16, 2022 as reported on the Nasdaq Global Select Market.
- (3) Represents shares of Class A common stock that were added to the shares reserved for future issuance under the 2017 Plan on July 31, 2022, pursuant to an evergreen provision contained in the 2017 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2017 Plan may be increased by the Registrant’s Board of Directors (the “Board”), or the Compensation Committee of the Board (the “Compensation Committee”), as of the first day of each fiscal year, starting in 2018 and ending in 2027, by a number of shares of Class A common stock that does not exceed 5.0% of the total number of shares of all classes of common stock outstanding on the last day of the preceding fiscal year. On June 23, 2022, the Board approved an increase to the shares reserved for issuance under the 2017 Plan as of July 31, 2022, the first day of the Registrant’s 2023 fiscal year, by the number of shares of the Registrant’s Class A common stock equal to 5% of the total number of shares of capital stock outstanding on July 30, 2022, the final day of the Registrant’s 2022 fiscal year.



Jodie M. Bourdet  
+1 415 693 2054  
jbourdet@cooley.com

September 21, 2022

Stitch Fix, Inc.  
1 Montgomery Street, Suite 1100  
San Francisco, CA 94104

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Stitch Fix, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 5,464,539 shares of the Company's Class A Common Stock, par value \$0.00002 per share (the "**Shares**"), reserved for issuance pursuant to the Company's 2017 Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Plan, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due execution and delivery of all documents by all persons other than the Company where execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate executed by an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan and the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



September 21, 2022

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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jodie M. Bourdet  
Jodie M. Bourdet

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated September 21, 2022, relating to the consolidated financial statements and internal control over financial reporting of Stitch Fix, Inc., appearing in the Annual Report on Form 10-K of Stitch Fix, Inc. for the year ended July 30, 2022.

/s/ Deloitte & Touche LLP

San Francisco, California  
September 21, 2022