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

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

WEAVE COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

26-3302902
(I.R.S. Employer
Identification No.)

1331 W Powell Way
Lehi, Utah 84043
(Address of Principal Executive Offices) (Zip Code)

Weave Communications, Inc. 2021 Equity Incentive Plan
Weave Communications, Inc. 2021 Employee Stock Purchase Plan
(Full Title of the Plans)

Roy Banks
Chief Executive Officer
Weave Communications, Inc.
1331 W Powell Way
Lehi, Utah 84043
(Name and Address of Agent for Service)

(888) 579-5668
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Scott M. Iyama, Esq.
William L. Hughes, Esq.
Niki Fang, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
Tel: (415) 773-5700

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

Pursuant to General Instruction E of Form S-8, Weave Communications, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) 3,216,231 additional shares of its common stock under its 2021 Equity Incentive Plan (the “2021 Plan”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 Plan on January 1, 2022, and (ii) 643,246 additional shares of its common stock under its 2021 Employee Stock Purchase Plan (the “2021 ESPP”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 ESPP on January 1, 2022. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on [Form S-8](#) (File No. 333-261029) filed with the Commission on November 12, 2021. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP*
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)*
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm*
24.1	Power of Attorney (included in the signature page to this Registration Statement)*
99.1	Weave Communications, Inc. 2021 Equity Incentive Plan and related forms of award agreements thereunder (incorporated by reference to Exhibit 10.3 to the Registrant’s Form S-1, filed with the Commission on November 2, 2021)
99.2	Weave Communications, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to the Registrant’s Form S-1, filed with the Commission on November 2, 2021)
107	Filing Fee Table*

* Filed herewith.

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 Lehi, Utah, on March 23, 2022.

WEAVE COMMUNICATIONS, INC.

By: /s/ Roy Banks

Name: Roy Banks

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Roy Banks, Alan Taylor and Wendy Harper, and each of them, such individual's true and lawful attorneys-in-fact and agents with full power of substitution, for such individual and in such individual's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 and about the premises, as fully to all intents and purposes as such individual might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof. This Power of Attorney may be signed in one or more counterparts.

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

Name	Title	Date
<u>/s/ Roy Banks</u> Roy Banks	Chief Executive Officer and Director <i>(principal executive officer)</i>	March 23, 2022
<u>/s/ Alan Taylor</u> Alan Taylor	Chief Financial Officer <i>(principal financial and accounting officer)</i>	March 23, 2022
<u>/s/ David Silverman</u> David Silverman	Director	March 23, 2022
<u>/s/ Tyler Newton</u> Tyler Newton	Director	March 23, 2022
<u>/s/ Blake G Modersitzki</u> Blake G Modersitzki	Director	March 23, 2022
<u>/s/ Brett White</u> Brett White	Director	March 23, 2022
<u>/s/ Stuart C. Harvey Jr.</u> Stuart C. Harvey Jr.	Director and Chairperson of the Board of Directors	March 23, 2022
<u>/s/ Debora Tomlin</u> Debora Tomlin	Director	March 23, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Weave Communications, 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 ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.00001 par value per share						
	– Reserved for future issuance under the 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	3,216,231 ⁽²⁾	\$5.34 ⁽³⁾	\$17,174,676	\$92.70	\$1,593
	– Reserved for future issuance under the 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	643,246 ⁽⁴⁾	\$4.54 ⁽⁵⁾	\$2,920,339	\$92.70	\$271
Total Offering Amounts					\$20,095,015		\$1,864.00
Total Fee Offsets							\$0
Net Fee Due							\$1,864.00

March 23, 2022

Weave Communications, Inc.
1331 W Powell Way
Lehi, Utah 84043

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Weave Communications, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 3,216,231 shares of the Company's common stock, par value \$0.00001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2021 Equity Incentive Plan, and 643,246 shares of Common Stock reserved for issuance pursuant to the Company's Employee Stock Purchase Plan (which plans are referred to herein as the "Plans" and which shares of Common Stock are referred to herein as the "Shares"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Second Amended and Restated Certificate of Incorporation, (ii) the Company's Amended and Restated Bylaws, (iii) the Plans, and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all-natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.



Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Weave Communications, Inc. of our report dated March 23, 2022 relating to the financial statements, which appears in Weave Communications, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Salt Lake City, Utah
March 23, 2022