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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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**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)

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Weave Communications, Inc. 2021 Equity Incentive Plan  
Weave Communications, Inc. 2021 Employee Stock Purchase Plan  
Weave Communications, Inc. 2022 Inducement Equity Incentive Plan  
(Full Title of the Plans)

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Brett White  
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)

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*Copies to:*  
Scott M. Iyama, Esq.  
William L. Hughes, Esq.

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**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 checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" 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.

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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

#### Item 1 Plan Information.\*

#### Item 2 Registration Information and Employee Plan Annual Information.\*

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the “Note” to Part I of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- The Registrant’s Annual Report on Form 10-K filed with the Commission on [March 16, 2023](#) (File No. 001-40998);
- All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- The description of the Registrant’s common stock contained in the Registration Statement on Form 8-A (File No. 001-40998) filed with the Commission on [November 2, 2021](#) under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents, reports and definitive proxy or information statements filed by the Registrant on or after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents until a post-effective amendment of this Registration Statement is filed which indicates that all securities being offered hereby have been sold or which deregisters all securities then remaining unsold.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's amended and restated certificate of incorporation (the "Restated Charter") and amended and restated bylaws (the "Restated Bylaws") provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions or (4) for any transaction from which the director derived an improper personal benefit. The Restated Charter provides for such limitation of liability to the fullest extent permitted by the DGCL.

The Restated Charter and Restated Bylaws provide that the Registrant will indemnify its directors and officers, in each case to the fullest extent permitted by Delaware law. The Registrant also maintains standard policies of insurance under which coverage is provided to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the Registrant.

The Registrant has entered into indemnification agreements with each of its current directors and executive officers. These agreements require the Registrant to indemnify these individuals against liabilities that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. The Registrant also intends to enter into indemnification agreements with the Registrant's future directors and executive officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

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

Exhibit No.	Description of Exhibit	Incorporated By Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K	001-40998	3.1	November 18, 2021	
4.2	<a href="#">Amended and Restated Bylaws of the Registrant</a>	8-K	001-40998	3.2	November 18, 2021	
4.3	<a href="#">Form of Registrant's Common Stock Certificate</a>	S-1/A	333-260321	4.1	November 2, 2021	
5.1	<a href="#">Opinion of Orrick, Herrington &amp; Sutcliffe LLP</a>					X
23.1	<a href="#">Consent of Orrick, Herrington &amp; Sutcliffe LLP (included in Exhibit 5.1)</a>					X
23.2	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</a>					X
24.1	<a href="#">Power of Attorney (included in the signature page to this Registration Statement)</a>					X
99.1	<a href="#">Weave Communications, Inc. 2021 Equity Incentive Plan and related forms of award agreements thereunder</a>	S-1/A	333-260321	10.3	November 2, 2021	
99.2	<a href="#">Weave Communications, Inc. 2021 Employee Stock Purchase Plan</a>	S-1/A	333-260321	10.4	November 2, 2021	
99.3	<a href="#">Weave Communications, Inc. 2022 Inducement Equity Incentive Plan and related forms of award agreements thereunder</a>	10-K	001-40998	10.6	March 16, 2023	
107	<a href="#">Filing Fee Table</a>					X

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**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in

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the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**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 16, 2023.

**WEAVE COMMUNICATIONS, INC.**

By: /s/ Brett White

Name: Brett White

Title: Chief Executive Officer



## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Brett White, Alan Taylor and Erin Goodsell, 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 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 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:

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Brett White</u> Brett White	Chief Executive Officer and Director <i>(principal executive officer)</i>	March 16, 2023
<u>/s/ Alan Taylor</u> Alan Taylor	Chief Financial Officer <i>(principal financial and accounting officer)</i>	March 16, 2023
<u>/s/ David Silverman</u> David Silverman	Director	March 16, 2023
<u>/s/ Tyler Newton</u> Tyler Newton	Director	March 16, 2023
<u>/s/ Blake G Modersitzki</u> Blake G Modersitzki	Director	March 16, 2023
<u>/s/ George P. Scanlon</u> George P. Scanlon	Director	March 16, 2023
<u>/s/ Stuart C. Harvey Jr.</u> Stuart C. Harvey Jr.	Director and Chairperson of the Board of Directors	March 16, 2023
<u>/s/ Debora Tomlin</u> Debora Tomlin	Director	March 16, 2023

## 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 <sup>(1)</sup>	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)	3,286,952 <sup>(2)</sup>	\$4.58 <sup>(3)</sup>	\$15,054,241	\$110.20	\$1,659
	- Reserved for future issuance under the 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	657,390 <sup>(4)</sup>	\$3.90 <sup>(5)</sup>	\$2,563,821	\$110.20	\$283
	- Reserved for future issuance under the 2022 Inducement Equity Incentive Plan	Rule 457(c) and Rule 457(h)	7,000,000 <sup>(6)</sup>	\$4.58 <sup>(7)</sup>	\$32,060,000	\$110.20	\$3,534
Total Offering Amounts					\$49,678,062		\$5,476
Total Fee Offsets							— <sup>(8)</sup>
Net Fee Due							\$5,476

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the common stock of Weave Communications, Inc. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents 3,286,952 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) on January 1, 2023, pursuant to an annual “evergreen” increase provision contained in the 2021 Plan.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$4.58 was computed by averaging the high and low prices of a share of the Registrant’s common stock as reported on the New York Stock Exchange on March 13, 2023.
- (4) Represents 657,390 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s Employee Stock Purchase Plan (the “ESPP”) on January 1, 2023, pursuant to an annual “evergreen” increase provision contained in the ESPP.
- (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is equal to 85% of \$4.58, which was computed by averaging the high and low prices of a share of the Registrant’s common stock as reported on the New York Stock Exchange on March 13, 2023. Under the ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant’s common stock on the offering date or the purchase date, whichever is less.
- (6) Represents 7,000,000 underlying shares of the Registrant’s common stock that were reserved for issuance under the Registrant’s 2022 Inducement Equity Incentive Plan.
- (7) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$4.58 was computed by averaging the high and low prices of a share of the Registrant’s common stock as reported on the New York Stock Exchange on March 13, 2023.
- (8) The Registrant does not have any fee offsets.



**Orrick, Herrington &  
Sutcliffe LLP**

The Orrick Building  
405 Howard Street  
San Francisco, CA  
94105-2669

+1-415-773-5700

[orrick.com](http://orrick.com)

March 16, 2023

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 filing by the Company of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), covering the registration of an aggregate of up to 10,944,342 shares (the "Shares") of the Company's common stock, par value \$0.00001 per share ("Common Stock"), comprising (i) up to 7,000,000 shares of Common Stock, reserved for issuance pursuant to the Company's 2022 Inducement Equity Incentive Plan; (ii) up to 3,286,952 shares of Common Stock reserved for issuance pursuant to the Company's 2021 Equity Incentive Plan; and (iii) up to 657,390 shares of Common Stock reserved for issuance pursuant to the Company's 2021 Employee Stock Purchase Plan (which plans are referred to herein as the "Plans"). 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 and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the amended and restated certificate of incorporation of the Company, as amended and restated through the date hereof, (ii) the amended and restated bylaws of the Company, as amended and restated through the date hereof, (iii) the Plans, and (iv) such corporate records of the Company, certificates of public officials, officers of the Company and other persons, and such other documents, agreements and instruments as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In such 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 the originals of all documents submitted to us as 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 upon 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

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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 General Corporation Law 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 letter as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are within 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 16, 2023 relating to the financial statements, which appears in Weave Communications, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP  
Salt Lake City, Utah  
March 16, 2023