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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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**Aveanna Healthcare Holdings Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**81-4717209**  
(I.R.S. Employer  
Identification No.)

**400 Interstate North Parkway SE**  
**Atlanta, Georgia**  
(Address of Principal Executive Offices)

**30339**  
(Zip Code)

**Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan**  
(Full title of the plan)

**Matthew Buckhalter**  
**Chief Financial Officer**  
**400 Interstate North Parkway SE**  
**Suite 1600**  
**Atlanta, Georgia 30339**  
**(770) 441-1580**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Drew M. Altman, Esq.**  
**Win Rutherford, Esq.**  
**Greenberg Traurig, P.A.**  
**333 S.E. 2nd Avenue, Suite 4400**  
**Miami, Florida 33131**  
**(305) 579-0500**

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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 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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## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement is filed by Aveanna Healthcare Holdings Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”) under the Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan (the “Plan”).

The number of shares of Common Stock available for issuance under the Plan is subject to an automatic annual increase on the first day of each fiscal year during the term of the Plan equal to the lesser of (i) 1,801,642, which is the number equal to 1% of the issued and outstanding shares of Common Stock as of April 28, 2021, the Plan’s effective date, (ii) 1% of the issued and outstanding shares of Common Stock as of the last day of the prior fiscal year, and (iii) such lesser amount determined by the Registrant’s Board of Directors, in its discretion (the “ESPP Evergreen Provision”). Pursuant to the ESPP Evergreen Provision, the number of shares of Common Stock available for issuance under the Plan increased on December 31, 2023 by an aggregate of 1,801,642 shares, and this Registration Statement registers the issuance of such additional shares.

Pursuant to Instruction E of Form S-8, the contents of the Registrant’s prior registration statement on Form S-8 registering shares of Common Stock under the Plan (File No. 333-257678) (the “Prior Registration Statement”) are hereby incorporated by reference herein, and the information required by Form S-8 is omitted, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

### PART II

#### 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”):

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 30, 2023, filed with the Commission on March 14, 2024, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) The Registrant’s Current Report on [Form 8-K](#) filed with the Commission on January 17, 2024;
- (c) The Registrant’s Definitive Proxy Statement on [Schedule 14A](#) filed with the Commission on March 31, 2023 (solely to the extent incorporated by reference into Part III of the Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022); and
- (d) The Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on April 26, 2021 (File No. 001-40362), in which there is described the terms, rights and provisions applicable to the shares of the Common Stock, including any amendment or report filed for the purpose of updating such description, including the description of the Common Stock filed as [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K filed on March 28, 2022.

Additionally, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K, which information is not incorporated by reference herein), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated herein by reference and to be a part of the Registration Statement from the date of filing of such documents. Any statement contained in a document incorporated herein by reference will be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained herein, or in a subsequently filed document incorporated herein by reference, modifies or supersedes the statement. Any statement modified or superseded will not be deemed, except as modified or superseded, to constitute a part of the Registration Statement.

**Item 8. Exhibits.**

The following are the exhibits required by Item 601 of Regulation S-K:

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of Aveanna Healthcare Holdings Inc. (filed as Exhibit 3.3 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u></a>
4.2	<a href="#"><u>Second Amended and Restated Bylaws of Aveanna Healthcare Holdings Inc. (filed as Exhibit 3.5 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u></a>
4.3	<a href="#"><u>Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan (filed as Exhibit 10.21 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u></a>
5.1*	<a href="#"><u>Opinion of Greenberg Traurig, LLP.</u></a>
23.1*	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature pages hereto).</u></a>
107.1*	<a href="#"><u>Calculation of Filing Fee Tables</u></a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Atlanta, State of Georgia, on March 14, 2024.

AVEANNA HEALTHCARE HOLDINGS INC.

By: /s/ Jeff Shaner

Name: Jeff Shaner

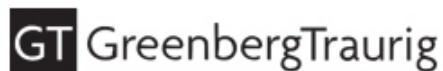
Title: President, Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeff Shaner and Matthew Buckhalter, and each of them any of whom may act without joinder of the other, with full power to act as such person's true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign this Registration Statement, and any and all amendments thereto (including post-effective amendments), and to file the same, with exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent or his substitute, 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeff Shaner</u> Jeff Shaner	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2024
<u>/s/ Matthew Buckhalter</u> Matthew Buckhalter	Chief Financial Officer (Principal Financial Officer)	March 14, 2024
<u>/s/ Deborah Stewart</u> Deborah Stewart	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	March 14, 2024
<u>/s/ Victor F. Ganzi</u> Victor F. Ganzi	Director	March 14, 2024
<u>/s/ Christopher R. Gordon</u> Christopher R. Gordon	Director	March 14, 2024
<u>/s/ Devin O'Reilly</u> Devin O'Reilly	Director	March 14, 2024
<u>/s/ Sheldon M. Retchin</u> Sheldon M. Retchin, M.D., M.S.P.H.	Director	March 14, 2024
<u>/s/ Steven E. Rodgers</u> Steven E. Rodgers	Director	March 14, 2024
<u>/s/ Richard C. Zoretic</u> Richard C. Zoretic	Director	March 14, 2024
<u>/s/ Erica Schwartz</u> Erica Schwartz, M.D., J.D., M.P.H.	Director	March 14, 2024
<u>/s/ Robert M. Williams, Jr.</u> Robert M. Williams, Jr.	Director	March 14, 2024



March 14, 2024

Aveanna Healthcare Holdings Inc.  
400 Interstate North Parkway SE  
Suite 1600  
Atlanta, Georgia 30339

Re: Registration Statement on Form S-8 for the Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan.

Ladies and Gentlemen,

On or about the date hereof, Aveanna Healthcare Holdings Inc., a Delaware corporation (the "Company"), transmitted for filing with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the offering and sale by the Company of up to an aggregate of 1,801,642 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), under the Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan (the "Plan"). We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of: (i) the Company's Second Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, each as amended to the date hereof; (ii) records of corporate proceedings of the Company related to the Plan; (iii) the Registration Statement and exhibits thereto; and (iv) such other documents and instruments as we have deemed necessary for the expression of the opinions contained herein. In making the foregoing examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photocopies. As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Based upon the foregoing examination and assuming that (i) the Company reserves for issuance under the Plan an adequate number of authorized and unissued shares of Common Stock and (ii) the consideration, if any, required to be paid in connection with the issuance and sale of shares of Common Stock under the Plan is actually received by the Company as provided in the Plan, we are of the opinion that the shares of Common Stock issued under the Plan will be duly authorized, validly issued, fully paid and nonassessable.

This opinion is rendered solely in connection with the transactions covered hereby, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein.

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

The opinions expressed herein are specifically limited to the laws of the State of Delaware and the federal laws of the United States of America and are as of the date hereof. We assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Sincerely,

GREENBERG TRAURIG, LLP

/s/ GREENBERG TRAURIG, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan of Aveanna Healthcare Holdings Inc. and subsidiaries of our reports dated March 14, 2024, with respect to the consolidated financial statements of Aveanna Healthcare Holdings Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Aveanna Healthcare Holdings Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 30, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia

March 14, 2024



**Calculation of Filing Fee Tables**

**Form S-8**

(Form Type)

**Aveanna Healthcare Holdings Inc.**

(Exact name of registrant as specified in its charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule(2)	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share, to be issued under the Aveanna Healthcare Holdings, Inc. 2021 Employee Stock Purchase Plan	Other	1,801,642 (3)	\$2.22	\$3,999,645.24	\$147.60 per \$1,000,000	\$590.35
Total Offering Amounts					\$3,999,645.24		\$590.35
Total Fee Offsets(4)							—
Net Fee Due							\$590.35

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of Aveanna Healthcare Holdings Inc. (the “Registrant”) that become issuable under the Aveanna Healthcare Holdings Inc. 2021 Employee Stock Purchase Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low sales prices of a share of Common Stock as reported on the Nasdaq Global Select Market on March 7, 2024.
- (3) Represents an automatic annual increase of an aggregate of 1,801,642 shares of Common Stock, pursuant to the increase on December 31, 2023, to the number of shares of the Registrant’s Common Stock reserved for issuance under, and which annual increase is provided for in, the Plan.
- (4) The Registrant does not have any fee offsets.