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

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

Aveanna Healthcare Holdings Inc.

(Exact name of registrant as specified in its charter)

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 Stock Incentive Plan
(Full title of the plan)

Shannon Drake, Esq.
Chief Legal Officer
400 Interstate North Parkway SE
Suite 1600
Atlanta, Georgia 30339
(678) 385-4005

(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

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
Non-accelerated filer

Accelerated filer
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.

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 Stock Incentive 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 calendar year during the term of the Plan equal to the lesser of (i) two percent (2%) of the number of outstanding shares of Common Stock on the last day of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Registrant’s Board of Directors, in its discretion (the “2021 Plan Evergreen Provision”). Pursuant to the 2021 Plan Evergreen Provision, the number of shares of Common Stock available for issuance under the Plan was increased by an aggregate of 7,471,828 shares pursuant to the increases on January 1, 2022 and 2023. This Registration Statement registers the additional shares available for issuance under the Plan as a result of the 2021 Plan Evergreen Provision.

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. 333-257675](#)) (the “Prior Registration Statement”) is 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 31, 2022, filed with the Commission on March 16, 2023, pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) our [Definitive Proxy Statement](#) on Schedule 14A filed in connection with our Annual Meeting of Stockholders to be held on May 10, 2023, filed with the SEC on March 31, 2023;
- (c) our Quarterly Report on [Form 10-Q](#) for the quarter ended April 1, 2023, filed with the Commission on May 11, 2023; 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	<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>
4.2	<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>
4.3	<u>Aveanna Healthcare Holdings Inc. 2021 Stock Incentive Plan (filed as Exhibit 10.20 to the Registration Statement on Form S-1, as amended (File No. 333-254981), and incorporated herein by reference).</u>
5.1*	<u>Opinion of Greenberg Traurig, LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature pages hereto).</u>
107.1*	<u>Calculation of Filing Fee Tables</u>

* 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 May 11, 2023.

AVEANNA HEALTHCARE HOLDINGS INC.

By: /s/ Jeff Shaner

Name: Jeff Shaner

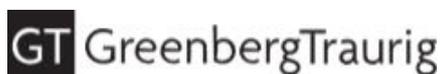
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeff Shaner and David Afshar, 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/ Rodney D. Windley</u> Rodney D. Windley	Chairman of the Board	May 11, 2023
<u>/s/ Jeff Shaner</u> Jeff Shaner	Chief Executive Officer and Director (Principal Executive Officer)	May 11, 2023
<u>/s/ David Afshar</u> David Afshar	Chief Financial Officer (Principal Financial and Accounting Officer)	May 11, 2023
<u>/s/ Victor F. Ganzi</u> Victor F. Ganzi	Director	May 11, 2023
<u>/s/ Christopher R. Gorden</u> Christopher R. Gordon	Director	May 11, 2023
<u>/s/ Devin O'Reilly</u> Devin O'Reilly	Director	May 11, 2023
<u>/s/ Sheldon M. Retchin</u> Sheldon M. Retchin, M.D., M.S.P.H.	Director	May 11, 2023
<u>/s/ Steven E. Rodgers</u> Steven E. Rodgers	Director	May 11, 2023
<u>/s/ Richard C. Zoretic</u> Richard C. Zoretic	Director	May 11, 2023
<u>/s/ Erica Schwartz</u> Erica Schwartz, M.D., J.D., M.P.H.	Director	May 11, 2023



May 11, 2023

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 Stock Incentive 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 7,471,828 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), under the Aveanna Healthcare Holdings Inc. 2021 Stock Incentive 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 Stock Incentive Plan of Aveanna Healthcare Holdings Inc. of our reports dated March 16, 2023, with respect to the consolidated financial statements of Aveanna Healthcare Holdings Inc. and the effectiveness of internal control over financial reporting of Aveanna Healthcare Holdings Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
May 11, 2023

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 Stock Incentive Plan	Other	7,471,828(3)	\$1.00	\$7,471,828	\$110.20 per \$1,000,000	\$823.40
Total Offering Amounts					\$7,471,828		\$823.40
Total Fee Offsets(4)							—
Net Fee Due							\$823.40

- (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 Stock Incentive 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 May 9, 2023.
- (3) Represents an automatic annual increase of an aggregate of 7,471,828 shares of Common Stock pursuant to the increases on January 1, 2022 and 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.