

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

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

Olaplex Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

87-1242679
(I.R.S. Employer Identification Number)

432 Park Avenue South, Third Floor, New York, NY 10016
(Address, including zip code, of registrant's principal executive offices)

Olaplex Holdings, Inc. 2021 Equity Incentive Plan
(Full title of the plan)

**Amanda Baldwin
Chief Executive Officer
Olaplex Holdings, Inc.
432 Park Avenue South, Third Floor
New York, NY 10016
(310) 691-0776**

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

with copies to:
**Craig Marcus, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
(617) 951-7000**

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 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of the Registrant's common stock, par value \$0.001 per share (the "Common Stock"), under the Olaplex Holdings, Inc. 2021 Equity Incentive Plan (the "2021 Plan").

The number of shares of Common Stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on January 1st of each year commencing in 2023 through and including 2031 by the lesser of (i) three percent (3%) of the number of shares of Common Stock outstanding as of such date and (ii) the number of shares of Common Stock determined by the Board of Directors of the Registrant (the "Board") on or prior to such date for such year.

On January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 20,072,300 shares.

This Registration Statement on Form S-8 registers these additional 20,072,300 shares of Common Stock. The additional shares are of the same class as the other securities subject to the 2021 Plan for which the Registrant's registration statement filed on Form S-8 on October 4, 2021 (Registration No. 333-260016) is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-260016) is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of Olaplex Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on November 10, 2021 (File No. 001-40860)).
4.2	Certificate of Amendment to the Restated Certificate of Incorporation of Olaplex Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on June 14, 2024 (File No. 001-40860)).
4.3	Second Amended and Restated Bylaws of Olaplex Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on January 20, 2023 (File No. 001-40860)).
4.4	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A, filed on September 20, 2021 (File No. 333-259116)).
4.5	Olaplex Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form S-1/A, filed on September 20, 2021 (File No. 333-259116)).
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm, as to Olaplex Holdings, Inc. and Subsidiaries.
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature pages to this Registration Statement).
107	Filing Fee Table.



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

Exhibit 5.1

March 5, 2026

Olaplex Holdings, Inc.
432 Park Avenue South, Third Floor
New York, NY 10016

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Olaplex Holdings, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of an aggregate of 20,072,300 shares of Common Stock, \$0.001 par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's 2021 Equity Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

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

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 5, 2026, relating to the financial statements of Olaplex Holdings, Inc. and the effectiveness of Olaplex Holdings, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Olaplex Holdings, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

New York, New York
March 5, 2026