

As filed with the Securities and Exchange Commission on August 6, 2024

Registration No. 333-

**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, 2023, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 19,502,741 shares, and on January 1, 2024, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 19,821,958 shares.

This Registration Statement on Form S-8 registers these additional 39,324,699 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.

<u>Signature</u>	<u>Title</u>
/s/ Amanda Baldwin Amanda Baldwin	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
/s/ Paul Kosturos Paul Kosturos	Interim Chief Financial Officer <i>(Principal Financial Officer)</i>
/s/ Kristi Belhumeur Kristi Belhumeur	Senior Vice President, Accounting <i>(Principal Accounting Officer)</i>
/s/ John P. Bilbrey John P. Bilbrey	Executive Chair of the Board
/s/ Tricia Glynn Tricia Glynn	Lead Director
/s/ Christine Dagusset Christine Dagusset	Director
/s/ Deirdre Findlay Deirdre Findlay	Director
/s/ Janet Gurwitch Janet Gurwitch	Director
/s/ Martha Morfitt Martha Morfitt	Director
/s/ David Mussafer David Mussafer	Director
/s/ Emily White Emily White	Director
/s/ Michael White Michael White	Director
/s/ Paula Zusi Paula Zusi	Director

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Olaplex Holdings, 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	Olaplex Holdings, Inc. 2021 Equity Incentive Plan - Common Stock, \$0.001 par value	Other - 457(c) and 457(h)	39,324,699 shares ⁽²⁾	\$2.01 ⁽³⁾	\$79,042,645	\$0.00014760	\$11,667
Total Offering Amounts							\$11,667
Total Fee Offsets							N/A
Net Fee Due							\$11,667

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminable number of additional shares of the registrant's common stock that may become issuable pursuant to terms designed to prevent dilution resulting from share splits, share dividends or similar events.

(2) Represents increases to the number of shares available for issuance under the Olaplex Holdings, Inc. 2021 Equity Incentive Plan of 19,502,741 and 19,821,958, effective as of January 1, 2023 and January 1, 2024, respectively.

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average of the high (\$2.10) and low (\$1.92) prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on July 30, 2024.



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

Exhibit 5.1

August 6, 2024

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 39,324,699 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 February 29, 2024, 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, 2023.

/s/ Deloitte & Touche LLP

August 6, 2024
Los Angeles, California