

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Enovix Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-3174357
(I.R.S. Employer
Identification No.)

3501 W. Warren Avenue
Fremont, CA 94538
Telephone: (510) 695-2350
(Address of principal executive offices, including zip code)

Enovix Corporation 2021 Equity Incentive Plan
Enovix Corporation 2021 Employee Stock Purchase Plan
(Full titles of the plans)

Harrold Rust
President and Chief Executive Officer
Enovix Corporation
3501 W. Warren Avenue
Fremont, CA 94538
Telephone: (510) 695-2350
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Edward J. Hejlek
Chief Legal Officer, General Counsel and Secretary
Enovix Corporation
3501 W. Warren Avenue
Fremont, CA 94538
Telephone: (510) 695-2350

Matthew B. Hemington
John T. McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
Telephone: (650) 843-5000
Fax: (650) 849-7400

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.



EXPLANATORY NOTE

Enovix Corporation (the “*Registrant*”) is filing this Registration Statement for the purpose of registering (i) an additional 6,090,488 shares of the Registrant’s common stock, par value \$0.0001 per share (“*Common Stock*”), to be issued pursuant to the Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”) and (ii) an additional 1,522,622 shares of Common Stock to be issued pursuant to the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”). The shares of Common Stock being registered pursuant to this Registration Statement are the same class as, and in addition to, other securities for which an earlier registration statement related to the 2021 Plan and the 2021 ESPP was filed with the Securities and Exchange Commission (the “*SEC*”) on [September 23, 2021 \(File No. 333-259730\)](#) (the “*Prior Registration Statement*”). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Enovix Corporation (the “*Registrant*”) with the Securities and Exchange Commission (the “*SEC*”) are incorporated by reference into this Registration Statement:

- (a) the Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended January 2, 2022 filed with the SEC on March 25, 2022;
- (b) the information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 2, 2022 from the Registrant’s [definitive proxy statement on Schedule 14A](#) filed with the SEC on April 29, 2022;
- (c) the Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended April 3, 2022 and July 3, 2022 filed with the SEC on [May 18, 2022](#) and [August 16, 2022](#), respectively;
- (d) the Registrant’s Current Report on [Form 8-K](#) filed with the SEC on June 17, 2022;
- (e) the description of the Registrant’s Common Stock which is contained in a Registration Statement on [Form 8-A](#) filed on December 1, 2020 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendments or reports filed for the purpose of updating such description, including [Exhibit 4.4](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 2, 2022; and
- (f) all other reports and documents subsequently filed by the Registrant 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) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

As of the date of this Registration Statement, GC&H Investments, LLC, an entity comprised of partners and associates of Cooley LLP, owns 20,614 shares of Common Stock, and a partner of Cooley LLP owns 125,700 shares of Common Stock.

ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Enovix Corporation.	8-K	001-39753	3.1	July 19, 2021
4.2	Amended and Restated Bylaws of Enovix Corporation.	8-K	001-39753	3.2	July 19, 2021
4.3	Specimen Common Stock Certificate.	S-4/A	333-253976	4.5	June 21, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1 hereto).				
24.1*	Power of Attorney (included on signature page hereto).				
99.1	2021 Equity Incentive Plan.	8-K	001-39753	10.2	July 19, 2021
99.2	Form of Stock Option Agreement, Notice of Exercise and Stock Option Grant Notice under the 2021 Equity Incentive Plan.	S-4/A	333-253976	10.11	June 21, 2021
99.3	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan.	S-4/A	333-253976	10.12	June 21, 2021
99.4	Forms of Restricted Stock Unit Grant Notice for Long-Term Incentive Plan Award and Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan.	10-Q	001-39753	10.1	August 16, 2022
99.5	2021 Employee Stock Purchase Plan.	8-K	001-39753	10.5	July 19, 2021
107*	Filing Fee Table.				

* Filed herewith.

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 Fremont, State of California, on this 24th day of August, 2022.

ENOVIX CORPORATION

By: /s/ Harrold Rust

Harrold Rust

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Harrold Rust and Steffen Pietzke, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> /s/ Harrold Rust Harrold Rust	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 24, 2022
<hr/> /s/ Steffen Pietzke Steffen Pietzke	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 24, 2022
<hr/> /s/ Thurman J. "T.J." Rodgers Thurman J. "T.J." Rodgers	Chairman of the Board of Directors	August 24, 2022
<hr/> /s/ Betsy Atkins Betsy Atkins	Director	August 24, 2022
<hr/> /s/ Pegah Ebrahimi Pegah Ebrahimi	Director	August 24, 2022
<hr/> /s/ Emmanuel T. Hernandez Emmanuel T. Hernandez	Director	August 24, 2022
<hr/> /s/ John D. McCranie John D. McCranie	Director	August 24, 2022
<hr/> /s/ Gregory Reichow Gregory Reichow	Director	August 24, 2022



August 24, 2022
Enovix Corporation
3501 W. Warren Avenue
Fremont, CA 94538

Ladies and Gentlemen:

We have acted as counsel to Enovix Corporation, 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 covering the offering of up to 7,613,110 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (a) 6,090,488 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**") and (b) 1,522,622 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ John T. McKenna
John T. McKenna

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 25, 2022, relating to the financial statements of Enovix Corporation appearing in the Annual Report on Form 10-K of Enovix Corporation for the year ended January 2, 2022.

/s/ Deloitte & Touche LLP
San Francisco, California
August 24, 2022

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Enovix Corporation
(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	Common Stock, par value \$0.0001 per share, Enovix Corporation 2021 Equity Incentive Plan	Other ⁽²⁾	6,090,488 ⁽³⁾	\$18.78 ⁽²⁾	\$114,379,364.64	0.0000927	\$10,602.97
Equity	Common Stock, par value \$0.0001 per share, Enovix Corporation 2021 Employee Stock Purchase Plan	Other ⁽⁴⁾	1,522,622 ⁽⁵⁾	\$15.96 ⁽⁴⁾	\$24,301,047.12	0.0000927	\$2,252.71
Total Offering Amounts				—	\$138,680,411.76	—	\$12,855.68
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$12,855.68

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share (“*Common Stock*”), of Enovix Corporation (the “*Registrant*”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.

(2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$18.78 per share, which is the average of the high and low prices of Common Stock, as reported on the Nasdaq Global Select Market on August 19, 2022.

(3) Represents an automatic annual increase on January 1, 2022 to the number of shares available for issuance pursuant to the Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”) in an amount equal to 4% of the total number of shares of Common Stock outstanding on December 31 of the preceding year, which annual increase is provided by the 2021 Plan.

(4) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of Common Stock, as reported on the Nasdaq Global Select Market on August 19, 2022, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”).

(5) Represents an automatic annual increase on January 1, 2022 to the number of shares available for issuance pursuant to the 2021 ESPP in an amount equal to the lesser of (i) 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding year and (ii) 2,000,000 shares of Common Stock, which annual increase is provided by the 2021 ESPP.