

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

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

AvidXchange Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

86-3391192
(I.R.S. Employer
Identification No.)

**1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**
(Address of Principal Executive Offices) (Zip Code)

**AvidXchange Holdings, Inc. 2021 Long-Term Incentive Plan
AvidXchange Holdings, Inc. 2021 Employee Stock Purchase Plan**
(Full Title of the Plans)

**Michael Praeger
Chief Executive Officer
AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305**
(Name and Address of Agent for Service) (Telephone Number, Including Area Code, of Agent for Service)

Copy to:

**S. Halle Vakani
Lorna A. Knick
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, NC 27607
(919) 781-4000**

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 Accelerated filer
Non-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

This Registration Statement on Form S-8 (this “Registration Statement”) has been filed by AvidXchange Holdings, Inc. (the “Registrant”) to register (i) 9,971,700 additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), available for issuance under the Registrant’s 2021 Long-Term Incentive Plan and (ii) 1,994,340 additional shares of Common Stock available for issuance under the Registrant’s 2021 Employee Stock Purchase Plan. This Registration Statement relates to securities of the same class as those that were previously registered by the Registrant on the Registration Statements on Form S-8 filed with the Securities and Exchange Commission (“SEC”) on October 15, 2021 (File No. 333-260303) and August 5, 2022 (File No. 333-266609 (the “Prior Registration Statements”).

In accordance with General Instruction E to Form S-8 regarding registration of additional securities, the contents of the Prior Registration Statements referenced above are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed by the Registrant with the SEC on February 29, 2024;
- (b) the Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended [March 31, 2024](#) and [June 30, 2024](#), filed by the Registrant with the SEC on May 9, 2024 and August 2, 2024, respectively;
- (c) the Registrant’s Current Reports on Form 8-K, filed by the Registrant with the SEC on [March 26, 2024](#) (with respect to Item 5.02 therein only) and [June 24, 2024](#);
- (d) the Proxy Statement for the Registrant’s 2024 Annual Meeting of Stockholders, on [Schedule 14A](#), filed by the Registrant with the SEC on April 29, 2024; and
- (e) the description of the Registrant’s Common Stock set forth in the Registrant’s Registration Statement on [Form 8-A12B/A](#) (Registration No. 001-40898), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on October 8, 2021, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein.

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 other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is incorporated or 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.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206
(800) 560-9305
Attn: Legal Department

Item 8. Exhibits.

Exhibit Number	Description
3.1	<u>Restated Certificate of Incorporation of AvidXchange Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40898), filed on October 15, 2021).</u>
3.2	<u>Second Amended and Restated Bylaws of AvidXchange Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40898), filed on September 20, 2022).</u>
4.1	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on October 1, 2021).</u>
4.2	<u>Eighth Amended and Restated Investor Rights Agreement, by and among AvidXchange Holdings, Inc. and certain holders identified therein (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on September 17, 2021).</u>
5.1*	<u>Opinion of Wyrick Robbins Yates & Ponton LLP.</u>
10.1	<u>AvidXchange Holdings, Inc. 2021 Long-Term Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.14 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on October 1, 2021).</u>
10.2	<u>AvidXchange Holdings, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.15 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-259632), filed on October 1, 2021).</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Wyrick Robbins Yates & Ponton LLP (included in Exhibit 5.1 hereto).</u>
24.1*	<u>Power of Attorney is contained on the signature page.</u>
107*	<u>Filing Fee Table.</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 Charlotte, State of North Carolina, on August 2, 2024.

AvidXchange Holdings, Inc.

By: /s/ Michael Praeger

Michael Praeger

Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Michael Praeger and Joel Wilhite, jointly and severally, his or her attorneys-in-fact, each with the full power of substitution, for him or her in any and all capacities, to sign this Registration Statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael Praeger</u> Michael Praeger	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	August 2, 2024
<u>/s/ Joel Wilhite</u> Joel Wilhite	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 2, 2024
<u>/s/ Oni Chukwu</u> Oni Chukwu	Director	August 2, 2024
<u>/s/ Lance Drummond</u> Lance Drummond	Director	August 2, 2024
<u>/s/ James Hausman</u> James Hausman	Director	August 2, 2024
<u>/s/ Teresa Mackintosh</u> Teresa Mackintosh	Director	August 2, 2024
<u>/s/ J. Michael McGuire</u> J. Michael McGuire	Director	August 2, 2024
<u>/s/ Asif Ramji</u> Asif Ramji	Director	August 2, 2024
<u>/s/ Arthur J. Rubado</u> Arthur J. Rubado	Director	August 2, 2024
<u>/s/ Sonali Sambhus</u> Sonali Sambhus	Director	August 2, 2024

Wyrick Robbins Yates & Ponton LLP

4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607-7506

August 2, 2024

AvidXchange Holdings, Inc.
1210 AvidXchange Lane
Charlotte, NC 28206

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 filed on or about the date hereof by AvidXchange Holdings, Inc., a Delaware corporation (the "Registrant"), with the U.S. Securities and Exchange Commission (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 11,966,040 shares of the Registrant's common stock, \$0.001 par value per share (the "Shares"). We understand that 9,971,700 Shares are to be issued pursuant to the Registrant's 2021 Long-Term Incentive Plan and 1,994,340 Shares are to be issued pursuant to the Registrant's 2021 Employee Stock Purchase Plan (each referred to individually as the "Plan" and collectively as the "Plans"). In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

As the Registrant's legal counsel, we have examined the proceedings taken, and are familiar with the proceedings proposed to be taken, in connection with the sale of the Shares pursuant to the Plans.

It is our opinion that, upon completion of the proceedings being taken or contemplated by us, as the Registrant's counsel, to be taken prior to the issuance of the Shares, the Shares when issued in the manner referred to in the Registration Statement and in accordance with the applicable Plan, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the prospectus constituting a part thereof, and any amendments thereto.

Sincerely,

/s/ WYRICK ROBBINS YATES & PONTON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of AvidXchange Holdings, Inc. of AvidXchange Holdings, Inc. of our report dated February 29, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in AvidXchange Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Charlotte, North Carolina
August 2, 2024

Calculation of Filing Fee Tables

Form S-8

(Form Type)

AvidXchange Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
AvidXchange Holdings, Inc. 2021 Long-Term Incentive Plan	Equity	Common Stock, \$0.001 par value per share	Other	9,971,700(2)	\$12.64(4)	\$126,042,288.00	\$147.60 per million dollars	\$18,603.85
AvidXchange Holdings, Inc. 2021 Employee Stock Purchase Plan	Equity	Common Stock, \$0.001 par value per share	Other	1,994,340(3)	\$12.64(4)	\$25,208,457.60	\$147.60 per million dollars	\$3,720.77
Total Offering Amounts						\$151,250,745.60		\$22,324.62
Total Fee Offsets								\$—
Net Fee Due								\$22,324.62

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Registrant’s 2021 Long-Term Incentive Plan (the “2021 Plan”) or 2021 Employee Stock Purchase Plan (the “ESPP”) to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 2021 Plan and ESPP.
- (2) Represents 9,971,700 shares of Common Stock automatically added to the shares authorized under the 2021 Plan on January 1, 2023 pursuant to an “evergreen” provision contained in the 2021 Plan. Such “evergreen” provision provides that on each January 1st through January 1, 2031, the number of shares of Common Stock available for issuance under the 2021 Plan will automatically increase annually in an amount equal to the lesser of (i) 5% of the total number of shares of Common Stock outstanding on December 31 of the immediately preceding year or (ii) 18,023,020 shares, provided that before the date of any such increase, the Registrant’s board of directors may determine that such increase will be less than the amount set forth in clauses (i) and (ii).
- (3) Represents 1,994,340 shares of Common Stock automatically added to the shares authorized under the ESPP on January 1, 2023 pursuant to an “evergreen” provision contained in the ESPP. Such “evergreen” provision provides that on each January 1st through January 1, 2031, the number of shares of Common Stock available for issuance under the ESPP will automatically increase annually 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 immediately preceding year or (ii) 2,703,452 shares, provided that before the date of any such increase, the Registrant’s board of directors may determine that such increase will be less than the amount set forth in clauses (i) and (ii).
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed aggregate offering price are calculated based on \$12.64 per share, the average of the high and low prices of the Registrant’s Common Stock on July 26, 2024, as reported on The Nasdaq Global Select Market.

