

**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)

**Dr. Raj Talluri
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:

**Arthi Chakravarthy
Chief Legal Officer
Enovix Corporation**

**3501 W. Warren Avenue
Fremont, CA 94538
Telephone: (510) 695-2350**

**Michael Penney
Arnold & Porter Kaye Scholer LLP
250 West 55th Street**

**3175 Hanover Street
New York, NY 10019-9710
(212) 836-8000**

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 6,695,705 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 1,673,926 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 the Registration Statements on Form S-8 were filed with the Securities and Exchange Commission (the “**SEC**”) on [September 23, 2021 \(File No. 333-259730\)](#), [August 24, 2022 \(File No. 333-267050\)](#), and [August 9, 2023 \(File 333-273847\)](#) (collectively, the “**Prior Registration Statements**”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2021 Plan and the 2021 ESPP, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Enovix Corporation (the “**Registrant**”) with 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 December 31, 2023 filed with the SEC on February 29, 2024;
- (b) the information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 from the Registrant’s definitive proxy statement on Schedule 14A, filed with the SEC on [April 29, 2024](#), including the supplement thereto, filed with the SEC on [June 5, 2024](#);
- (c) the Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2024 and June 30, 2024 filed with the SEC on [May 7, 2024](#) and [August 5, 2024](#), respectively;
- (d) all other reports filed pursuant to Section 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), since the end of the fiscal year covered by the Annual Report (other than information furnished rather than filed); and
- (e) the description of the Registrant’s Common Stock that is contained in [Exhibit 4.4](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 2, 2022, including any amendment or supplements thereto.

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 Arnold & Porter Kaye Scholer LLP.				
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.				
23.2*	Consent of Arnold & Porter Kaye Scholer 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	Form of Global RSU Award Grant Notice under the 2023 Long-Term Incentive Plan	10-Q	001-39753	10.7	May 5, 2023
99.6	2021 Employee Stock Purchase Plan.	8-K	001-39753	10.5	July 19, 2021
99.7	Form of 2024 Performance Stock Unit Award Grant Notice and Agreement under the 2021 Equity Incentive Plan	10-Q	001-39753	10.2	May 7, 2024
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 5th day of August, 2024.

ENOVIX CORPORATION

By: /s/ Raj Talluri

Dr. Raj Talluri

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Raj Talluri and Farhan Ahmad, and each of them, as their true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for them and in their 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 they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their 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/ Raj Talluri Dr. Raj Talluri	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 5, 2024
<hr/> /s/ Farhan Ahmad Farhan Ahmad	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 5, 2024
<hr/> /s/ Thurman John Rodgers Thurman John Rodgers	Chairman of the Board of Directors	August 5, 2024
<hr/> /s/ Betsy Atkins Betsy Atkins	Director	August 5, 2024
<hr/> /s/ Pegah Ebrahimi Pegah Ebrahimi	Director	August 5, 2024
<hr/> /s/ Bernard Gutmann Bernard Gutmann	Director	August 5, 2024
<hr/> /s/ Joseph Malchow Joseph Malchow	Director	August 5, 2024
<hr/> /s/ Gregory Reichow Gregory Reichow	Director	August 5, 2024

Calculation of Filing Fee Tables

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Enovix Corp

Table 1: Newly Registered Securities

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
1 Equity	Common Stock, par value \$0.0001 per share, Enovix Corporation 2021 Equity Incentive Plan	Other	6,695,705	\$ 11.44	76,598,865.20	0.0001476	\$ 11,305.99
2 Equity	Common Stock, par value \$0.0001 per share, Enovix Corporation 2021 Employee Stock Purchase Plan	Other	1,673,926	\$ 9.72	16,270,560.72	0.0001476	\$ 2,401.53
Total Offering Amounts:					\$		\$ 13,707.52
					92,869,425.92		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 13,707.52

Offering Note

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(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 \$11.44 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 2, 2024.

(3) Represents an automatic annual increase on January 1, 2024 to the number of shares available for issuance pursuant to our 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.

(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.

(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 2, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under our 2021 Employee Stock Purchase Plan (the 2021 ESPP).

(5) Represents an automatic annual increase on January 1, 2024 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.

Arnold & Porter

August 5, 2024

Enovix Corporation
3501 W. Warren Avenue
Fremont, CA 94538

Re: Enovix Corporation - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Enovix Corporation, a Delaware corporation (the “**Company**”), in connection with the preparation of the Company’s registration statement on Form S-8 (the “**Registration Statement**”) to be filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of 8,369,631 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”), consisting of (i) 6,695,705 shares of Common Stock issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and (ii) 1,673,926 shares of Common Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**,” together with the 2021 Plan, the “**Plans**”).

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

In rendering the opinions set forth below, we have examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinions. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents (other than the Company) had the power, corporate or other, to enter into and perform all obligations thereunder, that all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto (other than the Company) and that all such documents constitute the valid and binding obligation of each party thereto (other than the Company) enforceable against each such party in accordance with their terms. As to any facts material to the opinions expressed herein that we did not independently establish or

verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized, and when issued and delivered by the Company in connection with awards granted under the Plans in accordance with the terms and conditions set forth in the Plans, subject to the full payment of the exercise price therefor (if any), the Shares will be validly issued, fully paid and non-assessable.

The opinions expressed herein are based solely upon the General Corporation Law of the State of Delaware (including the statutory provisions contained therein, the applicable rules and regulations underlying these provisions and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, rules, regulations or ordinances.

The opinions set forth above are limited to the matters expressly set forth herein, and no opinion is implied or may be inferred beyond the matters expressly stated. The foregoing opinions are rendered as of the date hereof, and we assume no obligation to update such opinions to reflect any acts, events, facts or circumstances occurring after the date hereof or which may hereafter come to our attention, or any change in the law which may hereafter occur.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Arnold & Porter Kaye Scholer 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 report dated February 28, 2024 relating to the financial statements of Enovix Corporation and subsidiaries and the effectiveness of Enovix Corporation and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Enovix Corporation for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP
San Jose, California
August 5, 2024