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

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

ANGI INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-1204801
(I.R.S. Employer
Identification No.)

**3601 Walnut Street,
Denver, CO 80205**
(Address of Principal Executive Offices including Zip Code)

Angi Inc. Amended and Restated 2017 Stock and Annual Incentive Plan
(Full Title of the Plan)

**Chief Legal Officer
Angi Inc.
130 East Washington Street, Suite 1100
Indianapolis, IN 46204
(303) 963-7200**

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

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
(Do not check if a
smaller reporting company)

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 is being filed by Angi Inc. (the “Registrant”) to register an additional 25,000,000 shares of its Class A Common Stock, par value \$0.001 per share (the “Class A Common Stock”), for issuance under the Angi Inc. Amended and Restated 2017 Stock and Annual Incentive Plan (the “2017 Plan”). On May 2, 2024, the Registrant filed a definitive proxy statement on Schedule 14A with the U.S. Securities and Exchange Commission (the “Commission”) that included a proposal to increase the aggregate number of shares of Class A Common Stock authorized for issuance under the 2017 Plan by 25,000,000. This proposal was approved by stockholders at the Registrant’s 2024 annual meeting of stockholders on June 11, 2024. In accordance with General Instruction E of Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the prior registration statement on Form S-8 relating to the 2017 Plan, filed with the Commission on October 3, 2017 ([Commission File No. 333-220788](#)) (the “Prior Registration Statement”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission pursuant to the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), or the Securities Act of 1933, as amended (the “Securities Act”), as applicable, are hereby incorporated by reference into this Registration Statement:

1. [the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023](#) and [Amendment No. 1 thereto on Form 10-K/A](#);
2. [the Registrant’s definitive proxy statement on Schedule 14A relating to its 2024 annual meeting of stockholders](#);
3. the Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended [March 31, 2024](#) and [June 30, 2024](#);
4. the Registrant’s Current Reports on Form 8-K filed on each of [April 9, 2024](#) and [June 14, 2024](#) (other than information therein that is furnished and not deemed filed with the Commission); and
5. the description of the Registrant’s Class A Common Stock filed as [Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023](#).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents (other than information therein that is furnished and not deemed filed with the Commission). Any statement contained herein or 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 or 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.

Shannon M. Shaw, the Registrant’s Chief Legal Officer and Secretary, has opined as to the legality of the Class A Common Stock being offered by this Registration Statement. As of August 7, 2024, Ms. Shaw held an aggregate of 429,706 shares of Class A Common Stock and 278,842 restricted stock units.

Item 6. Indemnification of Directors and Officers.

The first paragraph of “Item 6. Indemnification of Directors and Officers” in the Prior Registration Statement is hereby amended and restated in its entirety as follows:

Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”) permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability: (i) for any breach of the director or officer’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) of a director under Section 174 of the DGCL (regarding, among other things, the payment of unlawful dividends or unlawful stock purchases or redemptions), (iv) for any transaction from which the director or officer derived an improper personal benefit or (v) of an officer in any action by or in the right of the corporation. The Registrant’s amended and restated certificate of incorporation provides for such limitation of liability.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit	Location
5.1	Opinion of the Registrant's Chief Legal Officer.	Filed herewith.
10.1	Angi Inc. Amended and Restated 2017 Stock and Annual Incentive Plan.	Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on June 14, 2024.
23.1	Consent of Ernst & Young LLP.	Filed herewith.
23.2	Consent of Shannon M. Shaw (included in Exhibit 5.1).	Filed herewith.
24.1	Power of Attorney (included on the signature page of this Registration Statement).	Filed herewith.
107.1	Filing Fee Table	Filed herewith.

SIGNATURES AND POWER OF ATTORNEY

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 Boston, State of Massachusetts, on this 7th day of August, 2024.

Angi Inc.

By: /s/ Jeffrey W. Kip

Name: Jeffrey W. Kip

Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Andrew Russakoff and Shannon M. Shaw, and each of them acting alone, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and 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 U.S. 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 and about the premises, 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 either of them individually, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be signed in several counterparts.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JEFFREY W. KIP</u> Jeffrey W. Kip	Chief Executive Officer, Director (Principal Executive Officer)	August 7, 2024
<u>/s/ ANDREW RUSSAKOFF</u> Andrew Russakoff	Chief Financial Officer (Principal Financial Officer)	August 7, 2024
<u>/s/ CHRISTOPHER W. BOHNERT</u> Christopher W. Bohnert	Senior Vice President and Controller (Principal Accounting Officer)	August 7, 2024
<u>/s/ ANGELA R. HICKS BOWMAN</u> Angela R. Hicks Bowman	Director	August 7, 2024
<u>/s/ THOMAS R. EVANS</u> Thomas R. Evans	Director	August 7, 2024
<u>/s/ ALESIA J. HAAS</u> Alesia J. Haas	Director	August 7, 2024
<u>/s/ CHRISTOPHER HALPIN</u> Christopher Halpin	Director™	August 7, 2024
<u>/s/ KENDALL HANDLER</u> Kendall Handler	Director	August 7, 2024
<u>/s/ SANDRA BUCHANAN HURSE</u> Sandra Buchanan Hurse	Director	August 7, 2024
<u>/s/ JOSEPH M. LEVIN</u> Joseph M. Levin	Chairman and Director	August 7, 2024
<u>/s/ JEREMY G. PHILIPS</u> Jeremy G. Philips	Director	August 7, 2024
<u>/s/ THOMAS C. PICKETT, Jr</u> Thomas C. Pickett, Jr.	Director	August 7, 2024
<u>/s/ GLENN H. SCHIFFMAN</u> Glenn H. Schiffman	Director	August 7, 2024
<u>/s/ MARK STEIN</u> Mark Stein	Director	August 7, 2024
<u>/s/ SUZY WELCH</u> Suzy Welch	Director	August 7, 2024

August 7, 2024

Angi Inc.
130 East Washington Street, Suite 1100
Indianapolis, IN 46204

Re: Registration Statement on Form S-8 of Angi Inc.

I am the Chief Legal Officer and Secretary of Angi Inc., a Delaware corporation (“ANGI” or the “Company”). This opinion is being delivered in connection with the preparation and filing of a Registration Statement on Form S-8 (the “Registration Statement”) relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of 25,000,000 shares of Class A Common Stock, par value \$0.001 per share (the “Securities”), to be issued in connection with the settlement of equity awards issued under the Angi Inc. Amended and Restated 2017 Stock and Annual Incentive Plan (the “2017 Plan”).

In rendering this opinion, I have: (i) examined such corporate records and other documents (including ANGI’s organizational documents (as currently in effect), the 2017 Plan and the Registration Statement and the exhibits thereto), and have reviewed such matters of law, as I have deemed necessary or appropriate, (ii) assumed the genuineness of all signatures or instruments relied upon by me, and the conformity of certified copies submitted to me with the original documents to which such certified copies relate, and (iii) have further assumed that there will be no changes in applicable law between the date of this opinion and the dates on which the Securities are issued or delivered pursuant to the 2017 Plan and the Registration Statement.

The Company is a Delaware corporation, and while I am not engaged in the practice of law in the State of Delaware, I am generally familiar with the Delaware General Corporation Law as presently in effect and have made such inquiries as I considered necessary to render this opinion. I am a member of the Bar of the State of Indiana and express no opinion as to the laws of any jurisdiction other than the federal laws of the United States, the laws of the State of Indiana and the Delaware General Corporation Law.

Based on and subject to the foregoing, I am of the opinion that the Securities will be, upon issuance and delivery pursuant to the terms and conditions of the 2017 Plan and as set forth in the Registration Statement, legally issued, fully paid and non-assessable.

I hereby consent to be named in the Registration Statement and in the related prospectus contained therein as the attorney who passed upon the legality of the Securities and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ SHANNON M. SHAW

Shannon M. Shaw
Chief Legal Officer and Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Angi Inc. Amended and Restated 2017 Stock and Annual Incentive Plan of our reports dated February 29, 2024, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of Angi Inc. and subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

New York, New York
August 7, 2024

Calculation of Filing Fee Tables

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Angi Inc.

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	Class A Common Stock, par value \$0.001	457(a)	25,000,000	\$ 2.37	\$ 59,250,000.00	0.0001476	\$ 8,745.30
Total Offering Amounts:					\$		\$ 8,745.30
					59,250,000.00		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 8,745.30

Offering Note

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(1) This Form S-8 covers up to 25,000,000 shares of Angi Inc. Class A Common Stock, par value \$0.001 per share ("Class A Common Stock"), issuable in connection with the settlement of equity awards granted under the Angi Inc. Amended and Restated 2017 Stock and Annual Incentive Plan (the "Amount Registered").

(2) Pursuant to Rule 416(a) under the Securities Act, the Amount Registered pursuant to this Form S-8 also covers additional securities that may be offered as a result of stock splits, stock dividends, recapitalizations or similar transactions.

(3) The Proposed Maximum Offering Price Per Unit and Maximum Aggregate Offering Price have been estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, based on the average of the high and low sale prices of Class A Common Stock, as quoted on the Nasdaq Global Select Market on August 1, 2024.
