

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

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

DAVE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1481509
(I.R.S. Employer
Identification No.)

1265 South Cochran Avenue, Los Angeles, CA
(Address of Principal Executive Offices)

90019
(Zip Code)

Dave Inc. Amended and Restated 2021 Equity Incentive Plan
(Full title of the plan)

Jason Wilk
Chief Executive Officer
Dave Inc.
1265 South Cochran Avenue
Los Angeles, CA 90019
(Name and address of agent for service)

(844) 857-3283
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Joseph M. Yaffe, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Avenue
Palo Alto, CA 94301
(650) 470-4650

Joan Aristei
Chief Legal Officer
1265 South Cochran Avenue
Los Angeles, CA 90019
(844) 857-3283

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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Dave Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) to register 609,890 additional shares of Class A common stock, par value \$0.0001 (the “Class A Common Stock”), under the Dave Inc. Amended and Restated 2021 Equity Incentive Plan (the “Plan”) pursuant to the provisions of the Plan providing for an automatic increase in the number of shares reserved for issuance under the Plan. The Registrant previously registered shares of its Class A Common Stock issuable under the Plan via registration statements on Form S-8 filed on [March 16, 2022](#) (Registration No. 333-263589), [December 14, 2022](#) (Registration No. 333-268785) and [January 31, 2023](#) (Registration No. 333-269482). This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.					X
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).					X
23.2	Consent of Deloitte & Touche LLP.					X
24.1	Powers of Attorney (contained in the signature page to this Registration Statement).					X
99.1	Amended and Restated 2021 Equity Incentive Plan.	8-K	001-40161	10.1	12/13/2022	
107	Filing Fee Table.					X

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 Los Angeles, State of California, on March 28, 2024.

DAVE INC.

By: /s/ Jason Wilk
Jason Wilk
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jason Wilk, Kyle Beilman and Joan Aristei, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 for 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 his or her substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ Jason Wilk Jason Wilk	Chief Executive Officer, Director and Chairperson (Principal Executive Officer)	March 28, 2024
/s/ Kyle Beilman Kyle Beilman	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 28, 2024
/s/ Brendan Carroll Brendan Carroll	Director	March 28, 2024
/s/ Imran Khan Imran Khan	Director	March 28, 2024
/s/ Andrea Mitchell Andrea Mitchell	Director	March 28, 2024
/s/ Michael Pope Michael Pope	Director	March 28, 2024
/s/ Dan Preston Dan Preston	Director	March 28, 2024
/s/ Yadin Rozov Yadin Rozov	Director	March 28, 2024

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 ONE MANHATTAN WEST
 NEW YORK, NY 10001

TEL: (212) 735-3000
 FAX: (212) 735-2000
www.skadden.com

March 28, 2024

FIRM/AFFILIATE	OFFICES
<hr/>	
BOSTON	
CHICAGO	
HOUSTON	
LOS ANGELES	
NEW YORK	
WASHINGTON, D.C.	
WILMINGTON	
<hr/>	
BEIJING	
BRUSSELS	
FRANKFURT	
HONG KONG	
LONDON	
MUNICH	
PARIS	
SÃO PAULO	
SEOUL	
SHANGHAI	
SINGAPORE	
TOKYO	
TORONTO	

Dave Inc.
 1265 South Cochran Avenue
 Los Angeles, CA 90019

Re: Dave Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Dave Inc., a Delaware corporation (the “Company”), in connection with the Company’s Registration Statement on Form S-8 (together with the exhibits thereto, the “Registration Statement”) to be filed on the date hereof with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933 (the “Securities Act”), relating to the registration of 609,890 shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001, available for future issuance under the Dave Inc. Amended and Restated 2021 Equity Incentive Plan (the “Plan”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act (the “Rules and Regulations”).

In rendering the opinion stated herein, we have examined the following:

- (a) the Registration Statement in the form to be filed with the Commission on the date hereof;
- (b) the Plan;
- (c) an executed copy of a certificate of Kyle Beilman, Secretary, dated the date hereof (the “Secretary’s Certificate”);
- (d) a copy of the Company’s Amended and Restated Certificate of Incorporation (the “Amended and Restated Certificate of Incorporation”), as currently in effect, certified by the Secretary of State of the State of Delaware as of March 28, 2024, and certified pursuant to the Secretary’s Certificate;
- (e) copies of the Company’s Amended and Restated Bylaws (the “Amended and Restated Bylaws”), as amended and in effect as of the date hereof, and certified pursuant to the Secretary’s Certificate; and
- (f) copies of certain minutes of the Board of Directors of the Company relating to the approval of the Plan and certain related matters and certified pursuant to the Secretary’s Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below, including the facts and conclusions set forth in the Secretary’s Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary’s Certificate.

In rendering the opinion set forth below, we have also assumed that (i) the Shares will be issued in book-entry form and an appropriate account statement evidencing the Shares credited to a recipient’s account maintained with the Company’s transfer agent and registrar will be issued by the Company’s transfer agent and registrar, (ii) each award agreement under which options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses, other stock-based awards

and certain other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto, and (iii) the issuance of the Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not and will not make this assumption with respect to the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Shares are issued to the Plan participants in accordance with the terms and conditions of the Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom 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 March 5, 2024 relating to the financial statements of Dave Inc., appearing in the Annual Report on Form 10-K of Dave Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Los Angeles, California
March 28, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

Dave Inc.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	609,890 ⁽²⁾	\$37.485	\$22,861,726.65	\$147.60 per million dollars	\$3,374.39
Total Offering Amounts			609,890	\$37.485	\$22,861,726.65		\$3,374.39
Total Fee Offsets						—	
Net Fee Due							\$3,374.39

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the Class A common stock, \$0.0001 par value per share (the “Class A Common Stock”), of Dave Inc. (the “Registrant”) that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Class A Common Stock.
- (2) Represents 609,890 additional shares of Class A Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2021 Amended and Restated Equity Incentive Plan (the “Plan”) on January 1, 2024, pursuant to an annual “evergreen” increase provision contained in the Plan. Pursuant to such provision, the number of shares reserved for issuance under the Plan automatically increases on the first day of each fiscal year, starting in fiscal year 2022, by a number of shares that does not exceed the lesser of (i) 5% of the outstanding shares of Class A Common Stock on the last day of the immediately preceding Fiscal Year (calculated on a fully-diluted and as-converted basis, which, for the avoidance of doubt, shall also include shares of the Company’s Class V Common Stock, par value \$0.0001 per share, outstanding on such day), (ii) the number of shares of Class A Common Stock initially reserved for issuance under the Plan, and (iii) such smaller number of shares of Class A Common Stock determined by the Company’s board of directors.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is equal to \$37.485, which was computed by averaging the high and low prices of a share of the Registrant’s Class A Common Stock as reported on the Nasdaq Stock Market on March 21, 2024.