

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

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

Doma Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-1956909

(I.R.S. Employer
Identification No.)

**101 Mission Street, Suite 1050
San Francisco, California, 94105
(650) 419-3827**

(Address of Principal Executive Offices)

**Doma Holdings, Inc. Omnibus Incentive Plan
Doma Holdings, Inc. 2021 Employee Stock Purchase Plan**

Max Simkoff

Chief Executive Officer and Director

**Doma Holdings, Inc.
101 Mission Street, Suite 1050
San Francisco, California 94105
(650) 419-3827**

(Telephone number, including Area Code, of Agent For Service)

Copies to:

**Stephen Salmon
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA
(650) 752-2000**

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 to Form S-8, the Registrant is filing this Registration Statement with the U.S. Securities and Exchange Commission (the "Commission") to register additional shares of the Registrant's Common Stock for issuance under the Doma Holdings, Inc. Omnibus Incentive Plan and the Doma Holdings, Inc. 2021 Employee Stock Purchase Plan (collectively, the "Plans") pursuant to the provisions of the Plans that provide for automatic annual increases in the number of shares reserved for issuance thereunder. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on October 4, 2021 (File No. 333-260020), the registration statement on Form S-8 filed with the Commission on March 25, 2022 (File No. 333-263861) and the registration statement on Form S-8 filed with the Commission on July 29, 2022 (File No. 333-266413) to the extent not superseded hereby.

PART I

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Commission on March 8, 2023;
- (b) The Registrant's Current Report on Form 8-K filed with the Commission on January 18, 2023 to the extent the information in such reports is filed and not furnished; and
- (c) The description of the Registrant's capital stock which is contained in the registration statement on Amendment No. 1 to Form S-1 filed on September 3, 2021, including any amendment or supplements thereto.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. 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 or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number

- 5.1 [Opinion of Davis Polk & Wardwell LLP \(filed herewith\)](#)
- 23.1 [Consent of Deloitte & Touche LLP \(filed herewith\)](#)
- 23.2 [Consent of Davis Polk & Wardwell LLP \(included in Exhibit 5.1\)](#)
- 24.1 [Powers of Attorney \(included in the signature pages hereto\)](#)
- 99.1 [Doma Holdings, Inc. Amended and Restated Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed on July 8, 2022\)](#)
- 99.2 [Doma Holdings, Inc. 2021 Employee Stock Purchase Plan \(incorporated herein by reference to Exhibit 10.10 to the Registrant's Current Report on Form 8-K, filed on August 3, 2021\)](#)
- 107.1 [Filing Fee Table \(filed herewith\)](#)

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 San Francisco, State of California, on the 29th day of March, 2023.

DOMA HOLDINGS, INC.

By: /s/ Max Simkoff

Name: Max Simkoff

Title: Chief Executive Officer and
Director

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Doma Holdings, Inc., hereby severally constitute and appoint Max Simkoff and Mike Smith, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them 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 (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), 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 or necessary to be done in and about the premises, as full 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 their 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, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|---|--|----------------|
| <u>/s/ Max Simkoff</u> Max Simkoff | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | March 29, 2023 |
| <u>/s/ Mike Smith</u> Mike Smith | Chief Financial Officer <i>(Principal Accounting Officer & Principal Financial Officer)</i> | March 29, 2023 |
| <u>/s/ Stuart Miller</u> Stuart Miller | Director | March 29, 2023 |
| <u>/s/ Charles Moldow</u> Charles Moldow | Director | March 29, 2023 |
| <u>/s/ Lawrence Summers</u> Lawrence Summers | Director | March 29, 2023 |
| <u>/s/ Maxine Williams</u> Maxine Williams | Director | March 29, 2023 |
| <u>/s/ Serena Wolfe</u> Serena Wolfe | Director | March 29, 2023 |
| <u>/s/ Matthew E. Zames</u> Matthew E. Zames | Chairman of the Board | March 29, 2023 |

Calculation of Filing Fee Tables
Form S-8
(Form Type)

Doma Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

| Security Type | Security Class Type | Fee Calculation Rule | Amount Registered (1) | Proposed Maximum Offering Price Per Unit (2)(3) | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee (2) |
|-------------------------------|---|-----------------------------|-----------------------|---|----------------------------------|-----------|--------------------------------|
| Equity | Common Stock, par value US\$0.0001 per share, reserved for issuance under the Registrant's Omnibus Incentive Plan | Rule 457(c) and Rule 457(h) | 16,523,682 | \$0.36 | \$5,948,526 | 0.0001102 | \$655.53 |
| Equity | Common Stock, par value US\$0.0001 per share, reserved for issuance under the Registrant's Employee Stock Purchase Plan | Rule 457(c) and Rule 457(h) | 3,304,736 | \$0.36 | \$1,189,705 | 0.0001102 | \$131.11 |
| Total Offering Amounts | | | | | \$7,138,230 | | \$786.63 |
| Total Fee Offsets | | | | | | | — |
| Net Fee Due | | | | | | | \$786.63 |

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers (i) 16,523,682 shares of Common Stock of Doma Holdings, Inc. (the "Company" or the "Registrant") of the Registrant that were added to the shares of Common Stock authorized for issuance pursuant to the Doma Holdings, Inc. Omnibus Incentive Plan (the "OIP") pursuant to the provision of the OIP providing for an automatic increase in the number of shares reserved for issuance thereunder on January 1 of each year, (ii) 3,304,736 shares of Common Stock of the Registrant that were added to the shares of Common Stock authorized for issuance pursuant to the Doma Holdings, Inc. Employee Stock Purchase Plan (the "ESPP," and together with the OIP, the "Plans") pursuant to the provision of the ESPP providing for an automatic increase in the number of shares reserved for issuance thereunder on January 1 of each year and (iii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement any additional shares of Common Stock that may become issuable under the Plans by reason of any share dividend, share split or other similar transaction.
- (2) Rounded up to the nearest penny.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock, as reported on The New York Stock Exchange on March 27, 2023.

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

EXHIBIT 5.1 and 23.2

OPINION OF DAVIS POLK & WARDWELL LLP

March 29, 2023

Doma Holdings, Inc.
101 Mission Street, Suite 1050
San Francisco, CA 94105

Ladies and Gentlemen:

We have acted as special counsel to Doma Holdings, Inc., a Delaware corporation (the “**Company**”), and are delivering this opinion in connection with the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of (i) 16,523,682 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share, that were added to the shares of common stock authorized for issuance pursuant to the Doma Holdings, Inc. Omnibus Incentive Plan (the “**Omnibus Plan**”) and (ii) 3,304,736 Shares of the Company’s common stock that were added to the shares of common stock authorized for issuance pursuant to the Doma Holdings, Inc. 2021 Employee Stock Purchase Plan (the “**ESPP**,” and together with the Omnibus Plan, the “**Plans**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plans upon receipt by the Company of the consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

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

Very truly yours,

/s/ Davis Polk & Wardwell 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 7, 2023, relating to the consolidated financial statements of Doma Holdings, Inc., appearing in the Annual Report on Form 10-K of Doma Holdings, Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Miami, Florida
March 29, 2023