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

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

Life360, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-0197666
(I.R.S. Employer
Identification No.)

1900 South Norfolk Street, Suite 310
San Mateo, California 94107
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2011 Stock Plan
(Full title of the plan)

Russell Burke
Chief Financial Officer
Life360, Inc.
1900 South Norfolk Street, Suite 310
San Mateo, California 94107
(Name and address of agent for service)

Telephone: (415) 484-5244
(Telephone number, including area code, of agent for service)

Copies to:

Tom Hopkins
Siana Lowrey
Natalie Karam
Cooley LLP
1333 2nd Street Suite 400,
Santa Monica, CA 90401
(310) 883 6400

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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

Life360, Inc. (the “Registrant”) is filing this registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) to register the offering of an additional 4,435,130 shares (the “Registered Shares”) of Common Stock, par value \$0.001 per share (“Common Stock”), of the Registrant. The 4,435,130 shares of Common Stock being registered herein are issuable pursuant to the Life360, Inc. Amended and Restated 2011 Stock Plan (the “Stock Plan”). These additional shares of Common Stock are securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-268528) was filed with the SEC on November 22, 2022 (the “Prior Registration Statement”). Accordingly, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The Registered Shares represent (i) 3,261,992 shares of Common Stock reserved for issuance as a result of the operation of the “evergreen” provision in the Stock Plan, which provides that the total number of shares subject to the Stock Plan may be increased on January 1 of each year pursuant to a specified formula and (ii) 1,173,138 additional shares of Common Stock to register the remaining shares reserved under the Stock Plan and not previously registered. As a result of the foregoing, the number of shares of common stock reserved under the Plan is now 30,556,441.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Life 360, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- The Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on March 23, 2023;
- The Company’s Quarterly Reports on Form 10-Q for the three and six months ended [March 31, 2023](#) and [June 30, 2023](#), filed with the SEC on May 15, 2023 and August 14 2023, respectively;
- The Registrant’s Current Reports on Form 8-K filed on [January 12, 2023](#) (Item 2.05 only), [January 19, 2023](#), [April 10, 2023](#), [May 15, 2023](#) (Item 5.02 only), and [June 1, 2023](#) (Item 5.07 only) (in each case other than information “furnished” under Items 2.02 or 7.01, and corresponding information furnished under Item 9.01 or included as an exhibit); and
- The description of the Registrant’s Common Stock in [Item 11 to the Registrant’s Amendment No. 2 to Registration Statement on Form 10](#), filed with the Commission on July 5, 2022 pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents, reports and definitive proxy or information statements filed by the Registrant with the Commission on or after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, except as to any portion of any future annual, quarterly or current report or document of the Registrant that is not deemed filed under such provisions, shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents until a post-effective amendment of this Registration Statement is filed which indicates that all securities being offered hereby have been sold or which deregisters all securities then remaining unsold; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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 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 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement.

Exhibit No.	Description of Exhibit
4.1	<u>Amended and Restated Certificate of Incorporation of Life360, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Amendment No. 2 to Registration Statement on Form 10 (File No. 000-56424, filed with the Commission on July 5, 2022)</u>
4.2	<u>Amended and Restated Bylaws of Life360, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K (File No. 000-56424, filed with the Commission on March 23, 2023)</u>
5.1	<u>Opinion of Cooley LLP*</u>
23.1	<u>Consent of BDO USA, P.C., independent registered public accounting firm*</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1)*</u>
24.1	<u>Power of Attorney (included in the signature page to this Registration Statement)*</u>
99.1	<u>Amended and Restated 2011 Stock Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Amendment No. 2 to Registration Statement on Form 10 (File No. 000-56424, filed with the Commission on July 5, 2022)</u>
99.2	<u>Form of Amended and Restated 2011 Stock Plan Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Amendment No. 2 to Registration Statement on Form 10 (File No. 000-56424, filed with the Commission on July 5, 2022)</u>
99.3	<u>Form of Amended and Restated 2011 Stock Plan Stock Option Agreement (incorporated by reference to Exhibit 10.4 to the Registrant's Amendment No. 2 to Registration Statement on Form 10 (File No. 000-56424, filed with the Commission on July 5, 2022)</u>
107	<u>Filing Fee Table*</u>

* 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 San Mateo, State of California, on this 27th day of September, 2023.

LIFE360, INC.

By: /s/ Chris Hulls
Name: Chris Hulls
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Chris Hulls and Russell Burke, and each or any of them, such individual's true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for such individual and in such individual's 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 all 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 to all intents and purposes as such individual 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. This Power of Attorney may be signed in one or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

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:

Name	Title	Date
<u>/s/ Chris Hulls</u> Chris Hulls	Chief Executive Officer (Principal Executive Officer)	September 27, 2023
<u>/s/ Russell Burke</u> Russell Burke	Chief Financial Officer (Principal Financial and Accounting Officer)	September 27, 2023
<u>/s/ Charles (CJ) Prober</u> Charles (CJ) Prober	Director	September 27, 2023
<u>/s/ John Philip Coghlan</u> John Philip Coghlan	Director	September 27, 2023
<u>/s/ Mark Goines</u> Mark Goines	Director	September 27, 2023
<u>/s/ Alex Haro</u> Alex Haro	Director	September 27, 2023
<u>/s/ Brit Morin</u> Brit Morin	Director	September 27, 2023
<u>/s/ James Synge</u> James Synge	Director	September 27, 2023
<u>/s/ David Wiadrowski</u> David Wiadrowski	Director	September 27, 2023
<u>/s/ Randi Zuckerberg</u> Randi Zuckerberg	Director	September 27, 2023



Natalie Y. Karam
T: +1 650 843 5778
nkaram@cooley.com

September 27, 2023

Life360, Inc.
1900 South Norfolk Street
Suite 310
San Mateo, CA 94403

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Life360, Inc., a Delaware corporation (the "**Company**") in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 4,435,130 shares (the "**Shares**") of common stock, par value \$0.001 per share, issuable pursuant to the Life360, Inc. Amended and Restated 2011 Stock Plan (the "**Stock Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Stock Plan, and (d) such other records, documents, certificates, memoranda, and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Stock Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we undertake no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Cooley LLP 1333 2nd Street, Suite 400, Santa Monica, CA 90401
t: (310) 883-6400 f: (310) 883-6500 cooley.com



Life360, Inc.
September 27, 2023
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Natalie Y. Karam
Natalie Y. Karam



Tel: 415-397-7900
Fax: 415-397-2161
www.bdo.com

One Bush Street Suite 1800
San Francisco, CA 94104

Consent of Independent Registered Public Accounting Firm

Life360, Inc.
San Mateo, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 23, 2023, relating to the consolidated financial statements of Life360, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ BDO USA, P.C.

San Francisco, California
September 27, 2023

BDO USA, P.C., a Virginia professional service corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Life360, Inc.
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule ⁽²⁾	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Life360, Inc. 2011 Stock Plan Common Stock, \$0.001 par value per share	Other	4,435,130 ⁽³⁾	\$16.94	\$75,131,102.20	0.0001102	\$8,279.45
Total Offering Amounts				–	\$75,131,102.20	–	\$8,279.45
Total Fees Previously Paid				–	–	–	–
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	\$8,279.45

- (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 common stock, \$0.001 par value per share (“**Common Stock**”), of Life360, Inc. (the “**Registrant**”) that become issuable under the Life360, Inc. 2011 Stock Plan (as amended, the “**Stock Plan**”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act. The proposed maximum offering price per share of \$16.94 was computed by averaging the high and low prices of a share of the Registrant’s Common Stock (traded as three CHESS Depositary Interests (“**CDIs**”) on the Australian Securities Exchange, on September 25, 2023, which date is within five business days prior to the filing of this Registration Statement, and multiplying such average by 3 (to account for the 1:3 ratio of Common Stock to CDIs). The U.S. dollar equivalent of the maximum offering price per share has been calculated using an exchange rate of 0.6453 to convert Australian dollars to U.S. dollars as of September 22, 2023, as announced by the Federal Reserve as of 12:00 p.m., Eastern Time.
- (3) Represents (i) 3,261,992 shares of Common Stock that were added to the shares authorized for issuance under the Stock Plan on January 1, 2023, pursuant to an “evergreen” provision contained in the Stock Plan, and (ii) 1,173,138 shares to register the remaining shares reserved under the Stock Plan not previously registered.
- (4) Calculated pursuant to Rule 457 of the Securities Act by calculating the product of (i) the proposed maximum aggregate offering price and (ii) 0.00011020.