

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

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

**BUZZFEED, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**85-3022075**

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

**229 West 43rd Street  
New York, New York 10036**

(Address of principal executive offices) (Zip Code)

**BUZZFEED, INC. 2021 EQUITY INCENTIVE PLAN  
BUZZFEED, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

**Jonah Peretti  
Chief Executive Officer and Chairman of the Board  
BuzzFeed, Inc.  
229 West 43rd Street  
New York, New York 10036  
(646) 589-8592**

(Name, address and telephone number, including area code, of agent for service)

**Copies to:  
Valerie Ford Jacob, Esq.  
Freshfields Bruckhaus Deringer US LLP  
601 Lexington Avenue  
New York, New York 10022  
(212) 277-4000**

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

The purpose of this Registration Statement on Form S-8 is to register 6,977,162 additional shares of Class A common stock, par value \$0.0001 per share (the "Shares"), of BuzzFeed, Inc. (the "Registrant"), to be reserved for issuance under the BuzzFeed, Inc. 2021 Equity Incentive Plan (the "EIP") and 1,395,432 additional Shares to be reserved for issuance under the BuzzFeed, Inc. 2021 Employee Stock Purchase Plan (the "ESPP"), which are in addition to the 37,951,308 Shares under the EIP and 3,856,646 Shares under the ESPP registered on the Registration Statement on Form S-8 filed by the Registrant with the U.S. Securities and Exchange Commission (the "Commission") on February 8, 2022, Commission File No. 333-262582 (the "Prior Registration Statement"). Such additional Shares reserved for issuance under the EIP and ESPP became effective January 1, 2023 by operation of the "evergreen" provision contained in the EIP and ESPP, respectively.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the "Note" to Part I of Form S-8. The documents containing the information specified in this Part I of Form S-8 will be sent or given to the participants in the EIP and ESPP covered by this Registration Statement, as specified by the Commission, pursuant to Rule 428(b)(1) under the Securities Act. Such documents are not required to be and are not 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. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by the Registrant with the Commission are incorporated as of their respective dates in this Registration Statement by reference:

- (a) The Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2022 (File No. 001-39877), filed with the Commission on March 16, 2023;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Registrant document referred to in (a) above; and
- (c) The description of the Shares contained in Registrant's Prospectus filed on January 24, 2022 pursuant to Rule 424(b) under the Securities Act, including any amendments or reports filed for the purpose of updating such description.

All other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (except for any portions of the Registrant's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission, and other documents or information deemed furnished but not filed under the rules of the Commission), prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document all or a portion of which is 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 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 exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

**EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 8-K (File No. 001-39877) submitted to the Commission by the Registrant on December 9, 2021).</u></a>
4.2	<a href="#"><u>Certificate of Change of Registered Agent and/or Registered Office, dated as of March 13, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39877) submitted to the Commission by the Registrant on March 15, 2021).</u></a>
4.3	<a href="#"><u>Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 8-K (File No. 001-39877) submitted to the Commission by the Registrant on December 9, 2021).</u></a>
4.4	<a href="#"><u>Specimen Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-4/A (File No. 333-258343) submitted to the Commission by the Registrant on October 1, 2021).</u></a>
5.1*	<a href="#"><u>Opinion of Freshfields Bruckhaus Deringer US LLP, counsel to the Registrant, regarding the legality of the securities being offered hereby (including consent).</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, independent registered accounting firm for the Registrant.</u></a>
23.2*	<a href="#"><u>Consent of Freshfields Bruckhaus Deringer US LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included as part of the signature pages to this Registration Statement).</u></a>
99.1	<a href="#"><u>BuzzFeed, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-262582) submitted to the Commission by the Registrant on February 8, 2022).</u></a>
99.7	<a href="#"><u>BuzzFeed, Inc. 2021 Equity Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form 8-K (File No. 001-39877) submitted to the Commission by the Registrant on December 9, 2021).</u></a>
107*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act, 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 New York, State of New York on the 21<sup>st</sup> day of March, 2023.

BUZZFEED, INC.

By: /s/ Jonah Peretti

Name: Jonah Peretti

Title: Chief Executive Officer and Chairman of the Board

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Jonah Peretti and Felicia DellaFortuna as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments to the Registration Statement, including post-effective amendments, and registration statements filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and does hereby grant unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any substitute therefor, 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 in the capacities indicated on the 21<sup>st</sup> day of March, 2023:

Name	Title
By: <u>/s/ Jonah Peretti</u> Jonah Peretti	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
By: <u>/s/ Felicia DellaFortuna</u> Felicia DellaFortuna	Chief Financial Officer (Principal Financial Officer)
By: <u>/s/ Daniel Weinstein</u> Daniel Weinstein	Chief Accounting Officer (Principal Accounting Officer)
By: <u>/s/ Angela Acharia</u> Angela Acharia	Director
By: <u>/s/ Joan Amble</u> Joan Amble	Director
By: <u>/s/ Greg Coleman</u> Greg Coleman	Director
By: <u>/s/ Patrick Kerins</u> Patrick Kerins	Director
By: <u>/s/ Janet Rollé</u> Janet Rollé	Director
By: <u>/s/ Adam Rothstein</u> Adam Rothstein	Director

## Calculation of Filing Fee Tables

**Form S-8**

(Form Type)

**BuzzFeed, Inc.**

(Exact name of Registrant as Specified in its Charter)

## Type 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share, reserved for issuance pursuant to the BuzzFeed, Inc. 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	6,977,162 <sup>(2)</sup>	\$1.02 <sup>(3)</sup>	\$7,116,705	0.00011020	\$784.26
Equity	Class A common stock, \$0.0001 par value per share, reserved for issuance pursuant to the BuzzFeed, Inc. 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,395,432 <sup>(4)</sup>	\$0.87 <sup>(5)</sup>	\$1,214,026	0.00011020	\$133.79
<b>Total Offering Amounts</b>					\$8,330,731		\$918.05
<b>Total Fee Offsets <sup>(6)</sup></b>							—
<b>Net Fee Due</b>							<b>\$918.05</b>

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s Class A common stock, par value \$0.0001 per share, of BuzzFeed, Inc. (the “Registrant”) that become issuable under the 2021 Equity Incentive Plan (the “EIP”) and the BuzzFeed, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”) set forth herein as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Class A common stock, as applicable.

(2) The additional shares of Class A common stock represent 6,977,162 shares of Class A common stock reserved for issuance under the EIP on January 1, 2023 by operation of the “evergreen” provision contained in the EIP. Pursuant to such “evergreen” provision, the number of shares of Class A common stock reserved for issuance under the EIP automatically increases on the first day of each fiscal year of the Registrant during the term of the EIP by a number equal to the lesser of (a) 5% of the total number of shares of all classes of the Registrant’s common stock actually issued and outstanding on the last day of the immediately preceding prior fiscal year or (b) such lesser number of shares determined by the Registrant’s board of directors.

- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant's Class A common stock as reported on The Nasdaq Capital Market on March 15, 2023.
- (4) The additional shares of Class A common stock represent 1,395,432 shares of Class A common stock reserved for issuance under the ESPP on January 1, 2023 by operation of the "evergreen" provision contained in the ESPP. Pursuant to such "evergreen" provision, the number of shares of Class A common stock reserved for issuance under the ESPP automatically increases on the first day of each fiscal year of the Registrant during the term of the ESPP by a number equal to 1% of the total number of shares of all classes of the Registrant's common stock actually issued and outstanding on the last day of the immediately preceding prior fiscal year, or a lesser number as may be determined by the Registrant's board of directors, provided that no more than 25,076,951 shares of Class A common stock of the Registrant may be issued over the term of the ESPP.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant's Class A common stock as reported on The Nasdaq Capital Market on March 15, 2023, multiplied by 85%.
- (6) The Registrant does not have any fee offsets.



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BuzzFeed, Inc.  
 229 West 43rd Street, 10th Floor  
 New York, New York 10036

March 21, 2023

Ladies and Gentlemen:

We are acting as counsel to BuzzFeed, Inc., a Delaware corporation (the **Company**), in connection with the preparation and filing with the Securities and Exchange Commission (the **Commission**) of a registration statement on Form S-8 (as amended from time to time, the **Registration Statement**), under the Securities Act of 1933, as amended (the **Securities Act**), relating to the registration of (1) 6,977,162 shares of common stock, par value \$0.0001 per share (the **Common Stock**), of the Company (the **EIP Shares**), issuable pursuant to the BuzzFeed, Inc. 2021 Equity Incentive Plan (the **EIP**), and (2) 1,395,432 shares of Common Stock (the **ESPP Shares** and, together with the EIP Shares, the **Shares**) issuable pursuant to the BuzzFeed, Inc. 2021 Employee Stock Purchase Plan (the **ESPP** and, together with the EIP, the **Plans**), which are in addition to the 37,951,308 shares of Common Stock under the EIP and 3,856,646 shares of Common Stock under the ESPP registered on the Registration Statement on Form S-8 (File No. 333-262582) filed by the Company with the Commission on February 8, 2022.

This opinion is confined to the General Corporation Law of the State of Delaware, as currently in effect. Accordingly, we express no opinion herein with regard to any other laws. The opinion expressed herein is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. We do not undertake to advise you of changes in law or facts that may come to our attention after the date of this letter.

We have examined and have relied as to matters of fact upon such corporate and other records, agreements, documents and other instruments and certificates or comparable documents of public officials and of officers and representatives of the Company and such other persons, and we have made such other investigations, as we have deemed relevant and necessary as a basis for the opinion expressed below.



In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity with authentic originals of all documents submitted to us as copies. As to any facts material to the opinion expressed herein that we did not independently establish or verify, we have relied, without independent verification, upon oral or written statements and representations of public officials, officers and other representatives of the Company. We have also assumed the due authorization, execution and delivery of all documents by all persons other than the Company where due authorization, execution and delivery are prerequisites to the effectiveness thereof. We have also assumed that the individual grants or awards under the Plans have been duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted hereunder and in accordance therewith).

Based upon the foregoing, and subject to limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been authorized by the Company and, when the Shares are issued by the Company in accordance with the terms of the Plans and the applicable award agreements pursuant to which the awards related to the Shares are made, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Sincerely yours,

/s/ Freshfields Bruckhaus Deringer US 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 16, 2023, relating to the financial statements of BuzzFeed, Inc. (the "Company") appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

New York, New York  
March 21, 2023