
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 28, 2021

EVOLUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38381
(Commission File Number)

46-1385614
(I.R.S. Employer
Identification No.)

**520 Newport Center Drive, Suite 1200
Newport Beach, California 92660**
(Address of principal executive offices) (Zip Code)

(949) 284-4555
(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.00001 per share	EOLS	The Nasdaq Stock Market LLC (Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

As previously disclosed, on April 21, 2021, Evolus, Inc., a Delaware corporation (the “Company”), entered into an underwriting agreement (the “Underwriting Agreement”) with SVB Leerink LLC, Stifel, Nicolaus & Company, Incorporated and Cantor Fitzgerald & Co., as representatives of the underwriters named in Schedule A thereto (collectively, the “Underwriters”), in connection with the underwritten public offering, issuance and sale by the Company (the “Offering”) of 9,000,000 shares (the “Firm Shares”) of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”). The public offering price was \$9.50 per share, and the Underwriters agreed to purchase the Firm Shares pursuant to the Underwriting Agreement at a price of \$8.93 per share (the “Purchase Price”). In addition, pursuant to the Underwriting Agreement, the Company granted the Underwriters an option (the “Option”), exercisable for 30 days, to purchase up to 1,350,000 additional shares of Common Stock at the Purchase Price.

On April 26, 2021, the Underwriters notified the Company that they had elected to exercise their Option to purchase the additional 1,350,000 shares in full (the “Option Shares”). The offering of the Option Shares closed on April 28, 2021. The estimated net proceeds to the Company from the Offering (including the sale of both the Firm Shares and the Option Shares), after deducting the Underwriters’ discounts and commissions and the Company’s estimated Offering expenses, are \$92.1 million.

A copy of the legal opinion and consent of O’Melveny & Myers LLP relating to the Option Shares is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
5.1	Opinion of O'Melveny & Myers LLP.
23.1	Consent of O'Melveny & Myers LLP (included in Opinion of O'Melveny & Myers LLP filed as Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 28, 2021

Evolus, Inc.

/s/ David Moatazedi

David Moatazedi

President and Chief Executive Officer

O'Melveny & Myers LLP
610 Newport Center Drive
17th Floor
Newport Beach, CA 92660

T: +1 949 823 6900
F: +1 949 823 6994
omm.com

April 28, 2021

Evolus, Inc.
520 Newport Center Drive, Suite 1200
Newport Beach, CA 92660

Re: **Exercise of Option to Purchase 1,350,000 Shares of Common Stock of Evolus, Inc.**

Ladies and Gentlemen:

We have acted as special counsel to Evolus, Inc., a Delaware corporation (the “**Company**”), in connection with the offer and sale by the Company under the prospectus supplement, dated April 21, 2021, to the prospectus, dated April 15, 2019, of 9,000,000 shares of the Company’s common stock, par value \$0.00001 per share (the “**Common Stock**”), and the grant to the Underwriters (defined below) of an option to purchase an additional 1,350,000 shares of Common Stock (the “**Option Shares**”) pursuant to that certain underwriting agreement, dated as of April 21, 2021 (the “**Underwriting Agreement**”), by and among the Company and the several underwriters named therein (the “**Underwriters**”). On April 26, 2021, the Underwriters exercised their option to purchase all of the Option Shares. The Option Shares are being offered and sold pursuant to (i) a registration statement on Form S-3 (File No. 333-230466), including the amendment thereto (the “**Initial Registration Statement**”), initially filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on March 22, 2019, amended on April 10, 2019 and declared effective by the Commission on April 15, 2019; and (ii) a registration statement on Form S-3 (File No. 333-255423) (together with the Initial Registration Statement, the “**Registration Statements**”) filed by the Company with the Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, on April 21, 2021.

In rendering the opinion below, we examined originals or copies of those corporate and other records and documents we considered appropriate. We assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Based on this examination, we are of the opinion that the issuance of the Option Shares have been duly authorized by all necessary corporate action on the part of the Company and, upon payment for and delivery of the Option Shares in accordance with the Underwriting Agreement, the Option Shares will be validly issued, fully paid and non-assessable.

The law governed by this opinion letter is limited to the present General Corporation Law of the State of Delaware. We express no opinion herein as to any other laws, statutes, regulations or ordinances of any other jurisdiction.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statements, the prospectus included in the Initial Registration Statement or any prospectus supplement, other than as expressly stated herein with respect to the Option Shares.

We hereby consent to the use of this opinion as an exhibit to a Current Report on Form 8-K and the incorporation by reference of this opinion as an exhibit to the Registration Statements and to the reference to this firm under the heading "Legal Matters" in a prospectus supplement to the prospectus constituting part of the Initial Registration Statement. This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters. This letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that arise after the date of this opinion and come to our attention, or any future changes in laws.

Respectfully submitted,

/s/ O'Melveny & Myers LLP