

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

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

Evolus, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

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)

Evolus, Inc. 2017 Omnibus Incentive Plan
(Full title of the plan)

David Moatazedi
President and Chief Executive Officer
Evolus, Inc.

**520 Newport Center Drive, Suite 1200
Newport Beach, California 92660
(949) 284-4555**

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

Copies to:

**Michael A. Hedge
Alexa M. Ekman
K&L Gates LLP
1 Park Plaza, Twelfth Floor
Irvine, California 92614
(949) 253-0900**

**Jeffrey J. Plumer
Vice President, Legal
Evolus, Inc.
520 Newport Center Drive, Suite 1200
Newport Beach, California 92660
(949) 284-4555**

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, par value \$0.00001 per share	1,091,000	\$13.16	\$14,357,560.00	\$1,740.14
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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement will also cover any additional shares of the Registrant's common stock that become issuable under the Evolus, Inc. 2017 Omnibus Incentive Plan, by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock.
 - (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Market on January 4, 2019.
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PART II

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective.

The Registrant's Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission on February 16, 2018 (File No. 333-223068) relating to the Evolus, Inc. 2017 Omnibus Incentive Plan is incorporated by reference in this Registration Statement, pursuant to General Instruction E to Form S-8.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of K&L Gates LLP.
23.1	Consent of Ernst & Young LLP, an independent registered public accounting firm.
23.2	Consent of K&L Gates LLP (included as part of Exhibit 5.1).
24.1	Power of Attorney (included on signature page hereto).

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 Newport Beach, State of California, on January 10, 2019

EVOLUS, INC.

/s/ David Moatazedi

By: David Moatazedi
President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Moatazedi and Lauren Silvermail and each or either of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, including any and all post-effective amendments and amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Moatazedi</u> David Moatazedi	President, Chief Executive Officer and Director (Principal Executive Officer)	January 10, 2019
<u>/s/ Lauren Silvermail</u> Lauren Silvermail	Chief Financial Officer and Executive Vice President, Corporate Development (Principal Financial Officer)	January 10, 2019
<u>/s/ Vikram Malik</u> Vikram Malik	Chairman of the Board of Directors	January 10, 2019
<u>/s/ Simone Blank</u> Simone Blank	Director	January 10, 2019
<u>/s/ Bosun Hau</u> Bosun Hau	Director	January 10, 2019
<u>/s/ Kristine Romine, M.D.</u> Kristine Romine, M.D.	Director	January 10, 2019

Signature

Title

Date

/s/ Robert Hayman

Robert Hayman

Director

January 10, 2019

/s/ David Gill

David Gill

Director

January 10, 2019

The logo for K&L GATES, consisting of the text "K&L GATES" in white, sans-serif font on a dark grey rectangular background.

K&L GATES LLP
1 PARK PLAZA
TWELFTH FLOOR
IRVINE, CA 92614
T 949.253.0900 F 949.253.0902
klgates.com

January 10, 2019

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

Ladies and Gentlemen:

We have acted as counsel to Evolus, Inc., a Delaware corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”), filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), registering 1,091,000 shares (the “Shares”) of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”), issuable under the Evolus, Inc. 2017 Omnibus Incentive Plan (the “2017 Plan”). This opinion letter is being furnished to you in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering our opinion, we have examined: (i) the Registration Statement, (ii) the Amended and Restated Certificate of Incorporation of the Company, (iii) the Amended and Restated Bylaws of the Company, (iv) certain resolutions of the Board of Directors of the Company (the “Board”) and such other records of corporate actions of the Company relating to the Registration Statement and the authorization for issuance and sale of the Shares, and matters in connection therewith, (v) the 2017 Plan and the forms of award agreements approved by the Board for use thereunder, and (vi) a certificate of an officer of the Company, dated as of the date hereof (the “Fact Certificate”). We have also made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on the Fact Certificate.

In rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind, including that: (i) each document submitted to us is accurate and complete, (ii) each document submitted to us as an original is authentic, (iii) each document submitted to us as a copy conforms to an authentic original, (iv) all signatures on original documents are genuine, (v) all documents were duly executed and delivered where due execution and delivery are prerequisites to the effectiveness thereof, and (vi) the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware. We have further assumed the legal capacity of natural persons and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of those assumptions.

In rendering our opinion below, we also have assumed that: (i) the Company will have sufficiently authorized and unissued shares of Common Stock at the time of each issuance of a Share under the 2017 Plan, (ii) the Shares will be evidenced by appropriate certificates, duly executed and delivered, or the Board will adopt a resolution providing that all Shares shall be uncertificated in accordance with Section 158 of the Delaware General Corporation Law (the “DGCL”) prior to their issuance, (iii) the issuance of each Share will be duly noted in the Company’s stock ledger upon issuance, and (iv) the Company will receive consideration for each Share at least equal to the par value of each share of Common Stock, in the amount required by the 2017 Plan and approved by the Board pursuant to a resolution authorizing the issuance of

such Share adopted at a meeting or by unanimous consent to action without meeting in accordance with the DGCL.

The opinion expressed below is limited to the DGCL.

Based upon and subject to the foregoing, it is our opinion that the Shares have been duly authorized for issuance by the Company and, when, and if, issued and sold in accordance with the terms of the 2017 Plan and any underlying award agreements, will be validly issued, fully paid and nonassessable. This opinion is expressed as of the date hereof 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.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving our 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 or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Evolus, Inc. 2017 Omnibus Incentive Plan of Evolus, Inc. of our report dated March 29, 2018, with respect to the financial statements of Evolus, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California
January 10, 2019