

Angie's List, Inc.
Form S-8
October 24, 2013

As filed with the Securities and Exchange Commission on October 24, 2013

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Angie's List, Inc.

(Exact name of registrant as specified in its charter)

Delaware 27-2440197
**(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)
1030 E. Washington Street**

Indianapolis, IN 46202

(Address of Principal Executive Offices)

Amended and Restated Omnibus Incentive Plan

(Full title of the plan)

William S. Oesterle

Chief Executive Officer

Angie's List, Inc.

1030 E. Washington Street

Indianapolis, IN 46202

Telephone: (317) 888-5478

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Share (2) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee |
|---|------------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.001 per share - Amended and Restated Omnibus Incentive Plan | 2,893,320 | \$ 15.11 | \$43,718,065.20 | \$ 5,630.89 |
| Total | 2,893,320 | | \$43,718,065.20 | \$ 5,630.89 |

In the event of a stock split, stock dividend or similar transaction involving the Registrant's common stock, \$0.001 (1) par value per share ("Common Stock"), the number of shares registered hereby shall automatically be adjusted in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").

Represents an annual increase on January 1, 2013 to the number of shares of the Registrant's common stock (2) reserved for issuance under the Amended and Restated Omnibus Incentive Plan (the "Plan"), which annual increase is provided for in the Plan.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities (3) Act. The Proposed Maximum Offering Price Per Share is the average of the high and low prices of our Common Stock as reported on the NASDAQ Global Market on October 21, 2013 (rounded up to the nearest cent).

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

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its common stock for issuance under the Amended and Restated Omnibus Incentive Plan (the "Plan") under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on November 23, 2011 (File No. 333-178131), and registered additional shares of its common stock for issuance under such Plan under a Registration Statement on Form S-8 filed with the SEC on March 15, 2012 (File No. 333-180137). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the SEC pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

- (a) The Registrant's Annual Report on Form 10-K filed with the SEC on February 25, 2013 for the fiscal year ended December 31, 2012;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the three months ended March 31, 2013 filed with the SEC on April 25, 2013, for the three months ended June 30, 2013 filed with the SEC on July 25, 2013 and for the three months ended September 30, 2013 filed with the SEC on October 24, 2013;
- (c) The Registrant's Current Reports on Form 8-K filed with the SEC on January 17, 2013, March 14, 2013, May 8, 2013, August 21, 2013, and September 30, 2013, only to the extent filed and not furnished; and

(d) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A (File No. 001-35339), filed by the Registrant with the Commission under Section 12(b) of the Exchange Act on November 7, 2011, including any amendments or reports filed for the purpose of updating such description.

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 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 | Description | Incorporated by Reference | | | Exhibit | Filed Herew |
|-------------------|--|---------------------------|------------|------------------|---------|----------------|
| | | Form | File No. | Filing Date | | |
| 4.1 | Amended and Restated Certificate of Incorporation | S-1/A | 333-176503 | October 31, 2011 | 3.1 | |
| 4.2 | Amended and Restated Bylaws | S-1/A | 333-176503 | October 31, 2011 | 3.2 | |
| 5.1 | Opinion of Davis Polk & Wardwell LLP | | | | | X |
| 23.1 | Consent of Ernst & Young LLP independent registered public accounting firm | | | | | X |
| 23.2 | Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.1) | | | | | X |
| 24.1 | Power of Attorney | | | | | X |
| 99.1 | Amended and Restated Omnibus Incentive Plan and form of award agreements under the Amended and Restated Omnibus Incentive Plan | | | | | X |

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 Indianapolis, State of Indiana, on this 24th day of October 2013.

Angie's List, Inc.

By: /s/ William S. Oesterle

Name: William S. Oesterle

Title: Chief Executive Officer and Director

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 date indicated.

| Signature | <u>Title</u> | <u>Date</u> |
|--|---|--------------------|
| /s/ William S. Oesterle William S. Oesterle | Chief Executive Officer and Director (Principal Executive Officer) | October 24, 2013 |
| /s/ Thomas R. Fox Thomas R. Fox | Chief Financial Officer (Principal Financial and Accounting Officer) | October 24, 2013 |
| * John W. Biddinger | Director | October 24, 2013 |
| * Mark Britto | Director | October 24, 2013 |
| * John H. Chuang | Director | October 24, 2013 |
| * Angela R. Hicks-Bowman | Director | October 24, 2013 |
| * Steven M. Kapner | Director | October 24, 2013 |
| * Keith J. Krach | Chairman of the Board | October 24, 2013 |
| * Michael S. Maurer | Director | October 24, 2013 |
| * Roger H. Lee | Director | October 24, 2013 |
| * Susan Thronson | Director | October 24, 2013 |

* by: /s/ William S. Oesterle
William S. Oesterle
Attorney-in-fact

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