

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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

INSPIRATO INCORPORATED
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-2426959
(I.R.S. Employer
Identification Number)

Inspirato Incorporated
1544 Wazee Street
Denver, CO 80202
(Address of principal executive offices, including zip code)

2021 Equity Incentive Plan
(Full title of the plan)

Eric Grosse
Chief Executive Officer
Inspirato Incorporated
1544 Wazee Street
Denver, CO 80202
(303) 586-7771
(Telephone number, including area code, of agent for service)

Copies to:

Kristin Lentz, Esq.
John A. Elofson, Esq.
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400

Brent Wadman
General Counsel and Secretary
Inspirato Incorporated
1544 Wazee Street
Denver, CO 80202
(303) 586-7771

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 checked="" 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

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 322,223 shares of Class A common stock, \$0.0001 par value per share, of Inspirato Incorporated (the “**Registrant**”), which may be issued pursuant to awards under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”). In accordance with General Instruction E to Form S-8, the Registrant incorporates herein by reference the contents of the Registration Statements on Form S-8 filed by the Registrant with respect to the 2021 Plan on April 15, 2022 (Registration No. 333-264331) and March 16, 2023 (Registration No. 333-270588), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “**Registration Statement**”) as permitted by the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents are not being filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Those 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 REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission (the “**Commission**”):

- (1) [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on March 12, 2024;](#)
- (2) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 5, 2024](#), and [March 7, 2024](#) (excluding “furnished” and not “filed” information); and
- (3) The description of the Registrant’s Class A common stock contained in [Exhibit 4.4](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on March 12, 2024, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered 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 part hereof from the date of filing of such documents; *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 which also 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.

Exhibit Number	Description	Form	File Number	Exhibit	Filing Date
4.1	Form of Class A Common Stock Certificate	S-8	333-264331	4.1	April 15, 2022
5.1*	Opinion of Davis, Graham & Stubbs LLP				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Davis, Graham & Stubbs LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included in signature pages hereto).				
99.1	Inspirato Incorporated 2021 Equity Incentive Plan	S-4	333-259570	10.17	September 16, 2021
99.2	Form of Restricted Stock Unit Award Agreement under the Inspirato Incorporated 2021 Equity Incentive Plan	S-8	333-264331	99.2	April 15, 2022
99.3	Form of Stock Option Agreement under the Inspirato Incorporated 2021 Equity Incentive Plan	S-8	333-264331	99.3	April 15, 2022
107*	Filing Fee Table				

* Filed herewith.

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 Denver, State of Colorado, on March 14, 2024.

INSPIRATO INCORPORATED

By: /s/ Eric Grosse
Eric Grosse
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric Grosse as such individual's true and lawful attorney in fact and agent with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), 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, proxy 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or the individual's 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 on Form S-8 has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eric Grosse</u> Eric Grosse	Chief Executive Officer & Director (Principal Executive Officer)	March 14, 2024
<u>/s/ Robert Kaiden</u> Robert Kaiden	Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2024
<u>/s/ Michael Armstrong</u> Michael Armstrong	Director	March 14, 2024
<u>/s/ Scott Berman</u> Scott Berman	Director	March 14, 2024
<u>/s/ Brent Handler</u> Brent Handler	Director	March 14, 2024
<u>/s/ Brad Handler</u> Brad Handler	Executive Chairman and Director	March 14, 2024
<u>/s/ Ann Payne</u> Ann Payne	Director	March 14, 2024
<u>/s/ John Melicharek</u> John Melicharek	Director	March 14, 2024

March 14, 2024

Inspirato Incorporated
1544 Wazee Street
Denver, CO 80202

Re: Registration Statement on Form S-8 relating to the registration of an additional 322,223 shares of Class A common stock under the Inspirato Incorporated 2021 Equity Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Inspirato Incorporated, a Delaware corporation (the “**Company**”) in connection with the Registration Statement on Form S-8 filed by the Company on March 14, 2024 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) relating to the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an additional 322,223 shares of the Company’s Class A common stock, \$0.0001 par value per share (the “**Additional Shares**”), that may be issued pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”).

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S–K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein with respect to the issue of the Additional Shares.

In connection with our opinion expressed below, we have examined and relied upon the accuracy of factual matters contained in (i) the Registration Statement, (ii) the 2021 Plan and (iii) originals and copies, certified or otherwise identified to our satisfaction, of such other agreements, documents, corporate records and instruments as we have deemed necessary for the purposes of the opinion expressed below. In giving this opinion, we are assuming, without independent investigation or verification of any kind, the authenticity and completeness of all instruments presented to us as originals, the conformity with the authentic and complete originals of all instruments presented to us as copies, the genuineness of all signatures, the legal capacity and competency of all natural persons signing all such documents, and the accuracy and completeness of all factual representations and statements contained in all such documents.

In rendering the opinion expressed herein, we assume that the Registration Statement has been filed by the Company with the Commission and will be effective at the time that any of the Additional Shares are issued, and that persons acquiring the Additional Shares will do so strictly in accordance with the terms of the 2021 Plan. We further assume that the Additional Shares will continue to be duly and validly authorized on the dates that the Additional Shares are issued pursuant to the terms of the 2021 Plan and, upon the issuance of any of the Additional Shares, the total number of shares of Class A common stock of the Company issued and outstanding, after giving effect to such issuance of such Additional Shares, will not exceed the total number of shares of Class A common stock that the Company is then authorized to issue under its amended and restated articles of incorporation.

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed herein, we are of the opinion that the Additional Shares, when issued in accordance with the terms of the 2021 Plan, will have been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and non-assessable.

We express no opinion under, or view with respect to, either directly or indirectly, laws other than the laws of the State of Delaware and the federal law of the United States. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to be named in the Registration Statement and to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or under the rules and regulations of the Commission thereunder. The opinions in this letter are expressed as of the date hereof unless otherwise expressly stated, 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 law.

Very truly yours,

/s/ Davis Graham & Stubbs LLP

Davis Graham & Stubbs LLP

Consent of Independent Registered Public Accounting Firm

Inspirato Incorporated
Denver, Colorado

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 12, 2024, relating to the consolidated financial statements of Inspirato Incorporated appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.

Denver, Colorado
March 14, 2024

Calculation of Filing Fee Tables

S-8

(Form Type)

INSPIRATO INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	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 Inspirato 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	322,223 ⁽²⁾	\$ 4.07 ⁽³⁾	\$ 1,309,836	\$147.60 per \$1,000,000	\$ 193.33
	Total Offering Amounts				\$ 1,309,836		\$ 193.33
	Total Fee Offsets						\$ —
	Net Fee Due						\$ 193.33

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional securities that may be offered or issued pursuant to the Inspirato Incorporated’s 2021 Equity Incentive Plan (the “2021 Plan”) as a result of adjustments for stock dividends, stock splits, and similar changes.
- (2) Represents an automatic increase on January 1, 2024 to the number of shares available for issuance under the 2021 Plan in accordance with the automatic annual increase provisions of the 2021 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of the common stock of Inspirato Incorporated as quoted on the Nasdaq Stock Market, LLC on March 12, 2024.