

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT

Under
The Securities Act of 1933

INSPIRATO INCORPORATED

Delaware
(State or other jurisdiction of
incorporation or organization)

7389
(Primary Standard Industrial
Classification Code Number)

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

1544 Wazee Street
Denver, CO 80202
(303) 586-7771

Brent Handler
Chief Executive Officer
Inspirato Incorporated
1544 Wazee Street
Denver, CO 80202
(303) 586-7771

Copies to:

Tony Jeffries
Christina L. Poulsen
David G. Sharon
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

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

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-264598

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Inspirato Incorporated (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-264598) (the “Prior Registration Statement”), which the Commission declared effective on May 9, 2022.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 867,844 shares the aggregate number of shares of its Class A common stock, par value \$0.0001 per share, to be registered for resale by certain selling stockholders named therein. The additional shares that are being registered are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Filing Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit No.	Description
<u>5.1</u>	<u>Opinion of Wilson Sonsini Goodrich & Rosati, P.C.</u>
<u>23.1</u>	<u>Consent of BDO USA LLP, independent registered public accounting firm of Inspirato.</u>
<u>23.2</u>	<u>Consent of WithumSmith+Brown, PC, independent registered public accounting firm of Thayer.</u>
<u>23.3</u>	<u>Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (included on page II-9 of the Registration Statement on Form S-1 (File No. 333-264598) filed on April 29, 2022).</u>
<u>107</u>	<u>Filing Fee Table</u>

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant 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 June 2, 2022.

INSPIRATO INCORPORATED

By: /s/ Brent Handler
Name: Brent Handler
Title: Chief Executive Officer

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 dates indicated.

Signature	Title	Date
<u>/s/ Brent Handler</u> Brent Handler	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 2, 2022
<u>/s/ R. Webster Neighbor</u> R. Webster Neighbor	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 2, 2022
<u>*</u> Michael Armstrong	Director	June 2, 2022
<u>*</u> Eric Grosse	Director	June 2, 2022
<u>*</u> Brad Handler	Executive Chairman and Director	June 2, 2022
<u>*</u> Ann Payne	Director	June 2, 2022
<u>*</u> R. Scot Sellers	Director	June 2, 2022

* By: /s/ R. Webster Neighbor
Name: R. Webster Neighbor
Title: Attorney-in-Fact



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

O: 650.493.9300
F: 650.493.6811

June 2, 2022

Inspirato Incorporated
1544 Wazee Street
Denver, CO 80202

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the “*Registration Statement*”) filed by Inspirato Incorporated (f/k/a Thayer Ventures Acquisition Corporation), a Delaware corporation (the “*Company*”) with the Securities and Exchange Commission (the “*Commission*”) in connection with the registration under the Securities Act of 1933, as amended (the “*Securities Act*”), of the resale by certain selling stockholders identified in the Registration Statement (the “*Selling Stockholders*”) of 867,844 shares of the Company’s Class A common stock, \$0.0001 par value per share (the “*Shares*”), issuable upon the exercise of certain outstanding options to purchase Class A Common Stock (the “*Options*”) held by the Selling Stockholders. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-264598) (the “*Prior Registration Statement*”), which was declared effective on May 9, 2022, including the prospectus which forms part of the Registration Statement.

We are acting as counsel for the Company in connection with the registration of the Shares. As such counsel, we have made legal and factual examinations and inquiries as we have deemed necessary or advisable for the purpose of rendering the opinion set forth below. In rendering the opinion expressed below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion.

In addition, we have reviewed originals or copies of such corporate records of the Company, certificates of public officials, a certificate of an officer of the Company as to factual matters, and such other documents that we considered necessary or advisable for the purpose of rendering the opinions set forth below, including the Company’s Inspirato LLC 2012 Unit Option Plan and the Company’s 2021 Equity Incentive Plan (each, a “*Plan*”) and the option agreements associate with each Plan (together with the Plans, the “*Plan Documents*”). We have not independently established the facts stated therein.

In our examination, we have assumed the genuineness of all signatures, the authenticity and completeness of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents. We have also assumed the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have assumed that the certificates representing the Shares have been properly authenticated by the signature of an authorized officer of the Company’s transfer agent. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“EDGAR”), except for required EDGAR formatting changes, to physical copies submitted for our examination and the absence of any evidence extrinsic to the provisions of the written agreements between the parties that the parties intended a meaning contrary to that expressed by those provisions.

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

We express no opinion as to any matter relating to the laws of any jurisdiction other than the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set out below, we are of the opinion that the Shares to be offered pursuant to the Registration Statement, when such shares are issued and, if applicable, paid for, in accordance with the terms of the applicable Plan Documents, such Shares will have been validly issued, fully paid and nonassessable.

Our opinion that any document is legal, valid and binding is qualified as to:

- a) limitations imposed by bankruptcy, insolvency, reorganization, arrangement, fraudulent transfer, moratorium or other similar laws relating to or affecting the rights of creditors generally;
- b) rights to indemnification and contribution, which may be limited by applicable law or equitable principles; and
- c) the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific performance or injunctive relief, whether considered in a proceeding in equity or at law.

We have assumed that the exercise price or strike price of each Option will not be adjusted to less than one hundred percent (100%) of the Fair Market Value (as defined in the applicable Plan) of the Class A Common Stock subject to the Option on the date of grant.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the use of our name wherever it appears in the Registration Statement, the prospectus forming part of the Registration Statement, any prospectus supplement, and in any amendment or supplement thereto. In giving such consent, we do not thereby 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 of the Commission thereunder.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

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 10, 2022, relating to the consolidated financial statements of Inspirato LLC, which is included in Inspirato Incorporated's Registration Statement on Form S-1 (No. 333-264598).

We also consent to the reference to us under the caption "Experts" in the Registration Statement on Form S-1 (No. 333-264598) incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP

Denver, Colorado
June 2, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in the Prospectus constituting a part of this Registration Statement on Form S-1 of our report dated February 9, 2022, relating to the consolidated financial statements of Thayer Ventures Acquisition Corporation, which is contained in that Prospectus. We also consent to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
June 2, 2022

Calculation of Filing Fee Tables

Form S-1
(Form Type)**Inspirato Incorporated**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to be Paid	Equity	Class A Common Stock, par value \$0.0001 per share (Secondary Offering) ⁽¹⁾	other	867,844	\$ 5.89 ⁽²⁾	\$ 5,111,601.160	0.0000927	\$ 473.85 ⁽³⁾				
Carry Forward Securities												
Carry Forward Securities		Total Offering Amounts				\$ 5,111,601.160		\$ 473.85				
		Total Fees Previously Paid						\$ —				
		Total Fee Offsets						\$ —				
		Net Fee Due						\$ 473.85				

- (1) Represents only the additional 867,844 shares of the Registrant's Class A common stock, par value \$0.0001 per share ("Class A Common Stock") issuable upon the exercise of certain outstanding options to purchase Class A Common Stock held by certain of our affiliates named as selling securityholders in the Registration Statement on Form S-1 (File No. 333-264598), which was declared effective by the Securities and Exchange Commission on May 9, 2022 (the "Prior Registration Statement"). This does not include the securities that the Registrant previously registered on the Prior Registration statement.
- (2) Calculated pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), for the purpose of determining the registration fee based on the average of the high and low prices of the Class A Common Stock as reported on the Nasdaq Global Market on May 27, 2022.
- (3) The Registrant previously registered the issuance of up to 69,780,665 shares of Class A Common Stock and the resale of up to 94,278,420 shares of Class A Common Stock on the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act, 867,844 additional shares of Class A Common Stock issuable upon the exercise of certain outstanding options are hereby registered for resale.