

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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

**Landsea Homes Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**82-2196021**  
(I.R.S. Employer  
Identification No.)

**660 Newport Center Drive, Suite 300**  
**Newport Beach, CA 92660**  
(Address of Principal Executive Offices, Zip Code)

**Landsea Homes Corporation 2020 Stock Incentive Plan**  
(Full title of the plan)

**Franco Tenerelli**  
**Executive Vice President, Chief Legal Officer and Secretary**  
**Landsea Homes Corporation**  
**660 Newport Center Drive, Suite 300**  
**Newport Beach, CA 92660**  
**(949) 345-8080**

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

Copies to:

Sean Feller  
Gibson, Dunn & Crutcher LLP  
2029 Century Park East  
Los Angeles, CA  
Telephone: (310) 552-8500

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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (3)
Common stock, par value \$0.0001 per share:	6,000,000	\$ 8.495	\$ 50,970,000	\$ 5,560.83

- (1) In addition to the number of shares of Common stock, par value \$0.0001 per share (the "Common Stock") of Landsea Homes Corporation (the "Registrant") set forth in the above table, this Registration Statement on Form S-8 (this "Registration Statement") covers an indeterminate number of options and other rights to acquire Common Stock, to be granted pursuant to the Landsea Homes Corporation 2020 Stock Incentive Plan (as amended, the "2020 Plan").
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the 2020 Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which would result in an increase in the number of outstanding shares of Common Stock.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on Nasdaq Capital Market, on March 8, 2021.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The documents containing the information specified in Part I of Form S-8 will be delivered to employees as specified by Rule 428(b)(1) of the Securities Act. In accordance with the instructions of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents, which have heretofore been filed by the Registrant with the Commission pursuant to the Securities Act and pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the Commission on March 12, 2021;
- (b) the Registrant's Current Reports on Form 8-K filed with the Commission on [January 6, 2021](#), [January 13, 2021](#), [January 13, 2021](#), [January 27, 2021](#) and [February 17, 2021](#) and the amended Form 8-K filed with the Commission on [March 12, 2021](#); and
- (c) the description of the Registrant's securities contained on [Exhibit 4.5](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on March 12, 2020, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicate that all securities offered hereby have been sold or which deregister all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement, including financial statements, 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 therein 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 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 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the DGCL, as amended, authorizes the Registrant to indemnify any director or officer under certain prescribed circumstances and subject to certain limitations against certain costs and expenses, including attorney's fees actually and reasonably incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, to which a person is a party by reason of being one of our directors or officers if it is determined that such person acted in accordance with the applicable standard of conduct set forth in such statutory provisions.

The Registrant's Second Amended and Restated Certificate of Incorporation provides that the Registrant's directors will be indemnified by the Registrant to the fullest extent authorized by Delaware law, as it now exists or may in the future be amended. The Registrant has entered into agreements with its officers and directors to provide contractual indemnification in addition to the indemnification provided for in its Second Amended and Restated Certificate of Incorporation.

The Registrant's Second Amended and Restated Bylaws also permit it to secure insurance on behalf of any officer, director or employee for any liability arising out of his or her actions, regardless of whether Delaware law would permit such indemnification. The Registrant has purchased a policy of directors' and officers' liability insurance that insures its officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures the Registrant against its obligations to indemnify its officers and directors. These provisions may discourage stockholders from bringing a lawsuit against the Registrant's directors for breach of their fiduciary duty.

These provisions also may have the effect of reducing the likelihood of derivative litigation against officers and directors, even though such an action, if successful, might otherwise benefit the Registrant and its stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent the Registrant pays the costs of settlement and damage awards against officers and directors pursuant to these indemnification provisions.

The Registrant believes that these provisions, the directors' and officers' liability insurance and the indemnity agreements are necessary to attract and retain talented and experienced officers and directors.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.      Exhibit Description

<a href="#">4.1</a>	<a href="#">Second Amended and Restated Certificate of Incorporation of Landsea Homes Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on January 13, 2021).</a>
<a href="#">4.2</a>	<a href="#">Second Amended and Restated Bylaws of Landsea Homes Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on January 13, 2021).</a>
<a href="#">4.3</a>	<a href="#">Landsea Homes Corporation 2020 Stock Incentive Plan (incorporated by reference to Annex F to the Registrant's Proxy Statement on Schedule 14A filed with the Commission on November 23, 2020).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</a>
<a href="#">23.2*</a>	<a href="#">Consent of RSM US LLP.</a>
<a href="#">23.3*</a>	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>
<a href="#">23.4*</a>	<a href="#">Consent of Walter &amp; Shuffain, P.C.</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included on signature page hereto).</a>

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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 Newport Beach, State of California, on March 15, 2021.

LANDSEA HOMES CORPORATION

By: /s/ John Ho  
Name: John Ho  
Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John Ho and Ming Tian, and each of them, the individual's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the date indicated.

Name	Title	Date
<u>/s/ John Ho</u> John Ho	Chief Executive Officer, Interim Chief Financial Officer and Director (Principal Executive Officer and Principal Financial Officer)	March 15, 2021
<u>/s/ Trent Schreiner</u> Trent Schreiner	Senior Vice President of Accounting and Chief Accounting Officer (Principal Accounting Officer)	March 15, 2021
<u>/s/ Ming Tian</u> Ming Tian	Chairman of the Board	March 15, 2021
<u>/s/ Qin Zhou</u> Qin Zhou	Director	March 15, 2021
<u>/s/ Bruce D. Frank</u> Bruce D. Frank	Director	March 15, 2021
<u>/s/ Thomas Hartfield</u> Thomas Hartfield	Director	March 15, 2021
<u>/s/ Robert S. Miller</u> Robert S. Miller	Director	March 15, 2021
<u>/s/ Scott Reed</u> Scott Reed	Director	March 15, 2021
<u>/s/ Elias Farhat</u> Elias Farhat	Director	March 15, 2021
<u>/s/ Tim T. Chang</u> Tim T. Chang	Director	March 15, 2021

March 15, 2021

Landsea Homes Corporation  
660 Newport Center Drive, Suite 300  
Newport Beach, CA 92660

Re: *Landsea Homes Corporation*  
*Registration Statement on Form S-8*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Landsea Homes Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 6,000,000 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), under the Landsea Homes Corporation 2020 Stock Incentive Plan (the "Plan").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render these opinions. In our examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to these opinions, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Landsea Homes Corporation of our report dated March 12, 2021, relating to the financial statements of Landsea Homes Corporation appearing in the Annual Report on Form 10-K of Landsea Homes Corporation for the year ended December 31, 2020.

/s/ RSM US LLP

New York, NY  
March 15, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Landsea Homes Corporation of our report dated March 12, 2021, relating to the financial statements of Landsea Homes Incorporated, which appears in Landsea Homes Corporation's Current Report on Form 8-K/A, Amendment No. 1, dated March 12, 2021.

/s/ PricewaterhouseCoopers LLP  
Los Angeles, California  
March 12, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2020 Stock Incentive Plan of Landsea Homes Corporation of our report dated May 1, 2019 relating to the financial statements of LS-Boston Point LLC as of December 31, 2018 and December 31, 2017, included by incorporation by reference in its Current Report on Form 8-K/A filed with the Securities and Exchange Commission on March 12, 2021.

*Walter & Shuffain, P.C.*

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Walter & Shuffain, P.C.

Boston, MA  
March 12, 2021