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

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

FTD COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

32-0255852
(I.R.S. Employer
Identification No.)

3113 Woodcreek Drive
Downers Grove, Illinois
(Address of principal executive offices)

60515
(Zip Code)

FTD COMPANIES, INC. THIRD AMENDED AND RESTATED
2013 INCENTIVE COMPENSATION PLAN
(Full title of the plan)

Scott D. Levin
Executive Vice President, General Counsel and Secretary
FTD Companies, Inc.
3113 Woodcreek Drive
Downers Grove, Illinois 60515
(Name and address of agent for service)

(630) 719-7800
(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, 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
Non-accelerated filer (Do not check if a smaller reporting company)

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(2)	Amount of registration fee
Common Stock, \$0.0001 par value per share	3,600,000	\$ 5.75	\$ 20,700,000	\$ 2,577.15

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of shares of common stock, \$0.0001 par value per share ("Common Stock"), of FTD Companies, Inc. (the "Registrant") that may be issuable as a result of a stock split, stock dividend or similar transaction under the FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan (as amended June 5, 2018, the "Amended Plan").

(2) Calculated solely for the purpose of this offering under Rule 457(c) and (h) of the Securities Act, on the basis of the average of the high and low sale prices per share of Common Stock on June 1, 2018, as reported on the Nasdaq Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Registrant pursuant to General Instruction E of Form S-8 under the Securities Act to register an additional 3,600,000 shares of Common Stock pursuant to the Amended Plan. The contents of the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on November 7, 2013 (File No. 333-192189) relating to the FTD Companies, Inc. 2013 Incentive Compensation Plan, the contents of the Registrant’s Registration Statement on Form S-8 filed on November 13, 2013 (File No. 333-192320) relating to the FTD Companies, Inc. Amended and Restated 2013 Incentive Compensation Plan, the contents of the Registrant’s Registration Statement on Form S-8 filed on June 9, 2015 (File No. 333-204828) relating to the FTD Companies, Inc. Amended and Restated 2013 Incentive Compensation Plan (as amended June 9, 2015), and the contents of the Registrant’s Registration Statement on Form S-8 filed on June 6, 2017 (File No. 333-218527) relating to the FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan are incorporated by reference into this Registration Statement, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission or, insofar as expressly set forth below, as furnished by it with the Commission:

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on April 2, 2018, including the information specifically incorporated by reference therein from the Registrant’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 26, 2018;
- the Registrant’s amendment to its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the Commission on February 26, 2018;
- the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed with the Commission on May 9, 2018;
- the Registrant’s Current Reports on Form 8-K, filed or furnished with the Commission, as applicable, on January 5, 2018 (Item 5.02 only), February 6, 2018, February 26, 2018, February 28, 2018, April 25, 2018, the first of two reports furnished on May 8, 2018 (providing supplemental financial information related to changes in reportable segments and including Item 2.02 and Exhibit 99.1 thereto) and June 1, 2018; and
- the description of the Common Stock contained in the Registrant’s information statement, filed as Exhibit 99.1 to the Registrant’s Registration Statement on Form 10 (File No. 001-35901), initially filed with the Commission on April 30, 2013, including any amendment or report filed for the purpose of updating the description.

In addition, all documents and reports filed by the Registrant subsequent to the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities 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 or reports, provided that unless expressly incorporated into this Registration Statement, a report or portion of a report furnished on

Form 8-K shall not be incorporated by reference into this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

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 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
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report for the quarter ended September 30, 2013 (File No. 001-35901) filed with the Commission on November 6, 2013)
4.2	Second Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Quarterly Report for the quarter ended September 30, 2013 (File No. 001-35901) filed with the Commission on November 6, 2013)
5.1	Opinion of Jones Day
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Jones Day (contained in Exhibit 5.1)
24.1	Power of Attorney (included with signature page)
99.1	FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan (incorporated herein by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-218527) filed with the Commission on June 6, 2017)
99.2	First Amendment to the FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Downers Grove, State of Illinois, on this 5th day of June 2018.

FTD COMPANIES, INC.

By: /s/ Scott D. Levin

Scott D. Levin

Executive Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, the undersigned hereby constitute and appoint Steven D. Barnhart and Scott D. Levin, and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do so 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 each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Walden</u> John C. Walden	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 5, 2018
<u>/s/ Steven D. Barnhart</u> Steven D. Barnhart	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 5, 2018
<u>/s/ Robert Berglass</u> Robert Berglass	Chairman of the Board of Directors	June 5, 2018

Signature	Title	Date
<u>/s/ Mir Aamir</u> Mir Aamir	Director	June 5, 2018
<u>/s/ James T. Armstrong</u> James T. Armstrong	Director	June 5, 2018
<u>/s/ Tracey L. Belcourt</u> Tracey L. Belcourt	Director	June 5, 2018
<u>/s/ Candace H. Duncan</u> Candace H. Duncan	Director	June 5, 2018
<u>/s/ Sue Ann R. Hamilton</u> Sue Ann R. Hamilton	Director	June 5, 2018
<u>/s/ Joseph W. Harch</u> Joseph W. Harch	Director	June 5, 2018
<u>/s/ Robin S. Hickenlooper</u> Robin S. Hickenlooper	Director	June 5, 2018
<u>/s/ Christopher W. Shean</u> Christopher W. Shean	Director	June 5, 2018

[Jones Day Letterhead]

June 5, 2018

FTD Companies, Inc.
3113 Woodcreek Drive
Downers Grove, Illinois 60515

Re: Registration Statement on Form S-8 Filed by FTD Companies, Inc.

Ladies and Gentlemen:

We have acted as counsel for FTD Companies, Inc., a Delaware corporation (the "**Company**"), in connection with the FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan, as amended by the First Amendment thereto, effective as of June 5, 2018 (as so amended, the "**Amended Plan**"). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 3,600,000 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share, that may be issued or delivered and sold pursuant to the Amended Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the "**Award Agreements**") will be, when issued or delivered and sold in accordance with the Amended Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Amended Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Amended Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the "**Act**"). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 2, 2018, relating to the financial statements and financial statement schedule of FTD Companies, Inc. (which expresses an unqualified opinion and includes an explanatory paragraph regarding the Company's ability to continue as a going concern) and the effectiveness of FTD Companies, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of FTD Companies, Inc. for the year ended December 31, 2017.

/s/ DELOITTE & TOUCHE LLP
Chicago, Illinois
June 5, 2018

**FIRST AMENDMENT
TO THE
FTD COMPANIES, INC.
THIRD AMENDED AND RESTATED 2013 INCENTIVE COMPENSATION PLAN**

This First Amendment (this “*Amendment*”) to the FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan (the “*Plan*”) is made as of April 23, 2018 by the Board of Directors (the “*Board*”) of FTD Companies, Inc., a Delaware corporation (the “*Corporation*”). This Amendment will be effective for all awards granted under the Plan only after the effective date of this Amendment as described herein.

WHEREAS, on April 19, 2017, the Board approved and adopted, subject to the approval of the Corporation’s shareholders at the Corporation’s 2017 annual meeting of shareholders, the Plan;

WHEREAS, on June 6, 2017, the Corporation’s shareholders approved the Plan;

WHEREAS, no grant will be made under the Plan after June 5, 2027, but all grants made on or prior to such date will continue in effect thereafter subject to the terms thereof and of the Plan;

WHEREAS, it is the desire of the Corporation to amend the Plan, effective as of the date on which the Corporation’s shareholders approve this Amendment, generally to (1) increase the number of shares of Common Stock available for awards under the Plan, (2) revise certain share counting provisions, and (3) make other changes, including clarifying and conforming changes, as described in this Amendment; and

WHEREAS, the Board may amend the Plan, subject to approval by the Corporation’s shareholders, under Section V of Article Five of the Plan to make the changes described above.

NOW, THEREFORE, effective as of the date on which this Amendment is approved by the Corporation’s shareholders, the Board hereby amends the Plan as follows:

1. **Amendment and Restatement of Section V.A. of Article One of the Plan** . Section V.A. of Article One of the Plan is hereby amended and restated in its entirety as follows:

“A. *Authorized Number of Shares*. The FTD Companies, Inc. 2013 Incentive Compensation Plan has been amended or amended and restated a number of times since 2013, including to provide additional shares for awards. Subject to applicable share counting rules and adjustment provisions of the Plan, as of December 31, 2017, the number of shares of Common Stock available under the Plan for new awards of (i) stock options or stock appreciation rights, (ii) restricted stock, (iii) restricted stock units, (iv) performance shares or performance units, (v) Common Stock or (vi) dividend equivalents, was 3,308,808 shares of Common Stock. The First Amendment to the FTD Companies, Inc. Third Amended and Restated 2013

Incentive Compensation Plan, intended to be approved by the Corporation's stockholders in 2018, provides an additional 3,600,000 shares of Common Stock for use under the Plan (such additional shares also subject to the share counting rules and adjustment provisions of the Plan). To clarify, this total share amount is subject to increase for any shares of Common Stock subject to awards granted at any time under the FTD Companies, Inc. 2013 Incentive Compensation Plan (or subsequent versions of such plan document, including amendments and amendment and restatements thereof) that again become available after December 31, 2017 as a result of the forfeiture, cancellation, expiration, cash settlement or less-than-maximum earning of such awards or in satisfaction of tax withholding obligations as provided in Section V.B. of this Article One. Shares of Common Stock issued or transferred under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares.

The shares of Common Stock available under this Section V.A. of this Article One will be reduced by one share of Common Stock for every one share of Common Stock subject to an Award granted on or after the Plan Restatement Date. Any shares of Common Stock that again become available under the Plan will, except as otherwise provided in this Plan, be added back in the same manner such shares were originally counted against the applicable share limit under the FTD Companies, Inc. 2013 Incentive Compensation Plan (or subsequent versions of such plan document, including amendments and amendment and restatements thereof)."

2. **Amendment and Restatement of Section V.B. of Article One of the Plan** . Section V.B. of Article One of the Plan is hereby amended and restated in its entirety as follows:

"B. Share Counting. If, after December 31, 2017, any shares of Common Stock subject to an award granted under the FTD Companies, Inc. 2013 Incentive Compensation Plan (or subsequent versions of such plan document, including amendments and amendments and restatements thereof) are forfeited, or such an award is cancelled or forfeited, expires, is settled for cash (in whole or in part), or is unearned (in whole or in part), the shares of Common Stock subject to such award will, to the extent of such cancellation, forfeiture, expiration, cash settlement, or unearned amount, be available for awards under this Plan as described in Section V.A. of this Article One. As of the Plan Restatement Date, in the event that the exercise price of an Option or the withholding tax liabilities arising from an Award are satisfied by the tendering of shares of Common Stock (either actually or by attestation) or by the withholding of shares of Common Stock by the Corporation, the shares of Common Stock so tendered or withheld shall again be available for Awards under the Plan as provided for under Section V.A. of this Article One; *provided, however*, that no such shares of Common Stock shall again become available under the Plan in this manner after the tenth anniversary of the Plan Restatement Date."

3. **Amendment and Restatement of Section V.C. of Article One of the Plan** . Section V.C. of Article One of the Plan is hereby amended and restated in its entirety as follows:

“C. ***Incentive Stock Option Limit***. The maximum number of shares of Common Stock which may be issued pursuant to Incentive Options granted under the Plan shall not exceed 6,908,808 shares in the aggregate, subject to adjustment from time to time under Section V.E. of this Article One.”

4. **Amendment and Restatement of Second Bullet Point Under Section V.D. of Article One of the Plan** . The second bullet point under Section V.D. of Article One of the Plan is hereby amended and restated in its entirety as follows:

“ with respect to any individual who is a non-employee member of the Board, in no event will such person in any calendar year be granted compensation for such service having an aggregate maximum value (calculating the value of any Awards based on the grant date fair value for financial reporting purposes) in excess of \$750,000 (with any such compensation that is deferred counted for the year in which such compensation was earned rather than the year in which such deferred compensation is actually paid); and”

5. **Amendment and Restatement of Last Sentence of Section I.B.4. of Article Three of the Plan**. The last sentence under Section I.B.4. of Article Three of the Plan is hereby amended and restated in its entirety as follows:

“In no event, however, shall any dividends or dividend equivalents relating to Awards subject to Service or performance-vesting conditions vest or otherwise become payable prior to the time the underlying Award (or portion thereof to which such dividend or dividend equivalents relate) vests and shall accordingly be subject to cancellation and forfeiture to the same extent as the underlying Award in the event those Service or performance conditions are not attained.”

6. **Amendment and Restatement of Last Sentence of Section I.C.3. of Article Four of the Plan**. The last sentence under Section I.C.E. of Article Four of the Plan is hereby amended and restated in its entirety as follows:

“In no event, however, shall any DER Award made with respect to an Award subject to Service or performance-vesting conditions under the Stock Issuance Program or Incentive Bonus Program vest or become payable prior to the vesting of that Award (or the portion thereof to which the DER Award relates) and shall accordingly be subject to cancellation and forfeiture to the same extent as the underlying Award in the event those Service or performance conditions are not attained.”

7. **New Last Sentence of Definition of “Award Agreement” in Appendix to the Plan** . The following is established as a new last sentence of the definition of “Award Agreement” in the Appendix to the Plan:

“Notwithstanding anything in the Plan or an Award Agreement to the contrary, nothing in the Plan or in an Award Agreement prevents a Participant from providing, without prior notice to the Corporation, information to governmental authorities regarding possible legal violations or otherwise testifying or participating in any investigation or proceeding by any governmental authorities regarding possible legal violations, and for purpose of clarity a Participant is not prohibited from providing information voluntarily to the Securities and Exchange Commission pursuant to Section 21F of the 1934 Act.”

8. **Miscellaneous.**

- (a) Except as amended by this Amendment, the Plan shall remain in full force and effect.
- (b) Capitalized terms used but not defined in this Amendment have the respective meanings ascribed thereto in the Plan.