

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

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**ARC Document Solutions, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-1700361**

(I.R.S. Employer  
Identification No.)

**12657 Alcosta Blvd., Suite 200  
San Ramon, CA 94583**

(Address of principal executive offices)

**94583**

(Zip Code)

**ARC Document Solutions, Inc. 2021 Incentive Plan**  
(Full title of the plan)

**Tracey Luttrell**  
**Corporate Counsel & Corporate Secretary**  
**ARC Document Solutions, Inc.**  
**12657 Alcosta Blvd., Suite 200**  
**San Ramon, CA 94583**  
(Name and Address of Agent For Service)

**(925) 949-5100**

(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, 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 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	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	9,632,593(2)	\$ 2.22(3)	\$21,384,356.46	\$2,333.03

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 3,500,000 shares of common stock, \$0.001 par value per share (“Common Stock”), issuable under the ARC Document Solutions, Inc. 2021 Incentive Plan, and (ii) an additional number of shares of Common Stock (up to 6,132,593 shares) as is equal to the number of shares of Common Stock subject to awards granted under the ARC Document Solutions, Inc. 2014 Stock Incentive Plan and the American Reprographics Company 2005 Stock Plan which awards expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the ARC Document Solutions, Inc. (the “Registrant”) pursuant to a contractual repurchase right.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on May 3, 2021.

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

**Item 1. Plan Information.**

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”).

**Item 2. Registrant Information and Employee Plan Annual Information.**

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

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

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

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith

files reports, proxy statements and other information with the Securities and Exchange Commission (the “Commission”). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Commission on February 24, 2021 (“2020 Annual Report on Form 10-K”), including the portions of the Registrant’s proxy statement for the 2021 annual meeting of stockholders, filed with the Commission on March 31, 2021, incorporated by reference in Part III of the 2020 Annual Report on Form 10-K;
- (b) the Registrant’s Current Reports on Form 8-K, filed with the Commission on February 16, 2021, April 26, 2021, May 3, 2021 and May 4, 2021; and
- (c) the description of the Registrant’s Common Stock set forth in Exhibit 4.2 of the 2020 Annual Report on Form 10-K.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which 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 the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the 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 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 General Corporation Law of the State of Delaware (the “DGCL”) provides, generally, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (except actions by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation against all expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. A corporation may similarly indemnify such person for expenses actually and reasonably incurred by such person in connection with the defense or settlement of any action or suit by or in the right of the corporation, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in the case of claims, issues and matters as to which such person shall have been adjudged liable to the corporation, provided that a

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court shall have determined, upon application, that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 102(b)(7) of the DGCL provides, generally, that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision may not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision may eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision became effective.

Article VI of the Registrant's amended and restated certificate of incorporation provides that the liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. Article XI of the Registrant's second amended and restated bylaws provides that it may indemnify any person who is or was a director, officer or employee of the Registrant to the fullest extent permitted by Delaware law. The indemnification provisions contained in the Registrant's second amended and restated bylaws are not exclusive of any other rights to which a person may be entitled by law, agreement or vote of stockholders or disinterested directors or otherwise.

The Registrant has entered, and will enter, into indemnification agreements with each officer and director which provide indemnification under certain circumstances for acts and omissions which may not be covered by any directors' and officers' liability insurance. The indemnification agreements may require the Registrant, among other things, to indemnify its officers and directors against certain liabilities that may arise by reason of their status or service as officers and directors (other than liabilities arising from willful misconduct of a culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain officers' and directors' insurance if available on reasonable terms.

The Registrant maintains a general liability insurance policy which covers certain liabilities of the Registrant's directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers

Certain of the Registrant's non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities in their capacity as members of the registrant's board of directors.

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

Not applicable.

**Item 8. Exhibits.**

The following exhibits are incorporated herein by reference:

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Exhibit No.	Description
4.1	<a href="#">Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.2 to the Registrant's Form 10-K filed on March 13, 2013 and incorporated herein by reference)</a>
4.2	<a href="#">Second Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.1 to Registrant's Form 8-K filed on October 6, 2009 and incorporated herein by reference)</a>
4.3	<a href="#">Specimen Common Stock Certificate (filed as Exhibit 4.1 to Registrant's Form S-1 filed on October 15, 2004 and incorporated herein by reference)</a>
5.1*	<a href="#">Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant</a>
23.1*	<a href="#">Consent of Armanino LLP</a>
23.2*	<a href="#">Consent of Deloitte &amp; Touche LLP</a>
23.3*	<a href="#">Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on the signature page hereto)</a>
99.1	<a href="#">ARC Document Solutions, Inc. 2021 Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Form DEF-14A filed on March 31, 2021)</a>

\* Included with this filing.

**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; 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 (1)(i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in 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 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.

(c) 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 Securities and Exchange 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.

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## 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 city of San Ramon, California on this 6th day of May, 2021.

ARC Document Solutions, Inc.

By: /s/ Kumarakulasingam Suriyakumar  
Kumarakulasingam Suriyakumar  
Chairman, President and Chief Executive Officer and Director

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of ARC Document Solutions, Inc., hereby severally constitute and appoint Kumarakulasingam Suriyakumar, Tracey Luttrell and Jorge Avalos, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable ARC Document Solutions, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kumarakulasingam Suriyakumar</u> Kumarakulasingam Suriyakumar	Chairman, President and Chief Executive Officer and Director (Principal executive officer)	May 6, 2021
<u>/s/ Jorge Avalos</u> Jorge Avalos	Chief Financial Officer (Principal financial and accounting officer)	May 6, 2021
<u>/s/ Cheryl Cook</u> Cheryl Cook	Director	May 6, 2021
<u>/s/ Tracey Luttrell</u> Tracey Luttrell	Director	May 6, 2021
<u>/s/ Bradford L. Brooks</u> Bradford L. Brooks	Director	May 6, 2021
<u>/s/ Dewitt Kerry McCluggage</u> Dewitt Kerry McCluggage	Director	May 6, 2021
<u>/s/ Mark W. Mealy</u> Mark W. Mealy	Director	May 6, 2021

May 6, 2021

Arc Document Solutions, Inc.  
12657 Alcosta Blvd., Suite 200  
San Ramon, CA 94583

Re: The ARC Document Solutions, Inc. 2021 Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 9,632,593 shares of common stock, \$0.001 par value per share (the "Shares"), of ARC Document Solutions, Inc., a Delaware corporation (the "Company"), issuable under The ARC Document Solutions, Inc. 2021 Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

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We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b) (5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Glenn Luinenburg  
Glenn Luinenburg, Partner



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and  
Stockholders of ARC Document Solutions, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of ARC Document Solutions, Inc. filed on May 6, 2021, of our report dated February 24, 2021, with respect to the consolidated financial statements of ARC Document Solutions, Inc. as of December 31, 2020, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for the year in the period ended December 31, 2020.

*Armanino LLP*  
Armanino<sup>LLP</sup>  
San Francisco, California

May 6, 2021





CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 12, 2020, relating to the financial statements of ARC Document Solutions, Inc. appearing in the Annual Report on Form 10-K of ARC Document Solutions, Inc. for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

May 6, 2021