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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**VIMEO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**85-4334195**  
(I.R.S. Employer  
Identification No.)

**330 West 34<sup>th</sup> Street, 5th Floor  
New York, New York 10001**  
(Address of principal executive offices, including zip code)

**2021 Stock and Annual Incentive Plan, as amended and restated**  
(Full title of the plan)

**Philip Moyer  
Chief Executive Officer  
Vimeo, Inc.  
330 West 34<sup>th</sup> Street, 5th Floor  
New York, New York 10001  
(212) 524-8791**

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

*Copies to:*

**Brandon Van Dyke  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Manhattan West  
New York, New York 10001  
(212) 735-3743**

**Jessica Tracy  
General Counsel & Secretary  
Vimeo, Inc.  
330 West 34<sup>th</sup> Street, 5th Floor  
New York, New York 10001  
(212) 524-8791**

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   
Non-accelerated filer

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.

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## EXPLANATORY NOTE

This Registration Statement is being filed by Vimeo, Inc. (the “Registrant”) to register an additional 15,000,000 shares of its common stock, \$0.01 par value per share (the “Common Stock”), authorized for issuance under the 2021 Stock and Annual Incentive Plan (as amended and restated, the “2021 Plan”). In accordance with General Instruction E of Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the prior registration statements on Form S-8 relating to the 2021 Plan, filed with the Commission on: [May 26, 2021 \(Commission File No. 333-256512\)](#) and [June 30, 2023 \(Commission File No. 333-273063\)](#).

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the SEC are hereby incorporated by reference into this Registration Statement:

- a) [the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on February 19, 2025](#); and
- b) the Description of the Registrant’s Securities filed as [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on March 1, 2022.

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 8. Exhibits.

Exhibit Number	Description of Exhibit	Location
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>	<a href="#">Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on May 22, 2024</a>
<a href="#">4.2</a>	<a href="#">Amended and Restated By-laws of the Registrant.</a>	<a href="#">Exhibit 3.2 to the Registrant’s Current Report on Form 8-K, filed on May 27, 2021</a>
<a href="#">4.3</a>	<a href="#">Vimeo, Inc. 2021 Stock and Annual Incentive Plan, as amended and restated on June 6, 2023.</a>	<a href="#">Exhibit 10.1 to the Registrant’s Current Report on Form 8-K, filed on June 8, 2023</a>
<a href="#">5.1</a>	<a href="#">Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP.</a>	<a href="#">Filed herewith</a>
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>	<a href="#">Filed herewith</a>
<a href="#">23.2</a>	<a href="#">Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1).</a>	<a href="#">Filed herewith</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>	<a href="#">Filed herewith</a>
<a href="#">107.1</a>	<a href="#">Filing Fee Table.</a>	<a href="#">Filed herewith</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 New York, New York, on February 19, 2025.

### VIMEO, INC.

By: /s/ Gillian Munson

Name: Gillian Munson

Title: Chief Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Gillian Munson and Jessica Tracy, and each of them, with full power to act without the other, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement, and any and all amendments thereto (including post-effective amendments), and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the SEC, 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 necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their 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 and pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Philip Moyer</u> Philip Moyer	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 19, 2025
<u>/s/ Gillian Munson</u> Gillian Munson	Chief Financial Officer <i>(Principal Financial and Principal Accounting Officer)</i>	February 19, 2025
<u>/s/ Adam Gross</u> Adam Gross	Director	February 19, 2025
<u>/s/ Alesia J. Haas</u> Alesia J. Haas	Director	February 19, 2025
<u>/s/ Jay Herratti</u> Jay Herratti	Director	February 19, 2025
<u>/s/ Ida Kane</u> Ida Kane	Director	February 19, 2025
<u>/s/ Mo Koyfman</u> Mo Koyfman	Director	February 19, 2025
<u>/s/ Glenn Schiffman</u> Glenn Schiffman	Chairman of the Board	February 19, 2025
<u>/s/ Alexander von Furstenberg</u> Alexander von Furstenberg	Director	February 19, 2025

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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
ONE MANHATTAN WEST  
NEW YORK, NY 10001

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SEOUL  
SINGAPORE  
TOKYO  
TORONTO

February 19, 2025

Vimeo, Inc.  
330 West 34<sup>th</sup> Street, 5<sup>th</sup> Floor  
New York, New York 10001

Re: Vimeo, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Vimeo, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (together with the exhibits thereto, the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"), relating to the registration of 15,000,000 shares (the "Shares") of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), available for future issuance under the Vimeo, Inc. 2021 Stock and Annual Incentive Plan (as amended and restated, the "2021 Plan").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations of the Commission promulgated under the Securities Act (the "Rules and Regulations").



In rendering the opinion stated herein, we have examined the following:

(a) the Registration Statement in the form to be filed with the Commission on the date hereof;

(b) the 2021 Plan;

(c) an executed copy of a certificate of Jessica Tracy, Corporate Secretary, dated the date hereof (the "Secretary's Certificate");

(d) a copy of the Company's Amended and Restated Certificate of Incorporation, as in effect as of May 21, 2021 and April 4, 2023, certified by the Secretary of State of the State of Delaware as of February 19, 2025, and certified pursuant to the Secretary's Certificate;

(e) a copy of the Company's Amended and Restated Certificate of Incorporation, as currently in effect (the "Amended and Restated Certificate of Incorporation"), certified by the Secretary of State of the State of Delaware as of February 19, 2025, and certified pursuant to the Secretary's Certificate;

(f) copies of the Company's Amended and Restated By-laws, as amended and in effect as of May 21, 2021, April 4, 2023 and as of the date hereof (the "Amended and Restated By-laws"), and certified pursuant to the Secretary's Certificate; and

(g) copies of certain resolutions of the Board of Directors of the Company relating to the approval of the 2021 Plan and certain related matters and certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below, including the facts and conclusions set forth in the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Company's Amended and Restated Certificate of Incorporation and the Secretary's Certificate.

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In rendering the opinion set forth below, we have also assumed that (i) the Shares will be issued in book-entry form and an appropriate account statement evidencing the Shares credited to a recipient's account maintained with the Company's transfer agent and registrar will be issued by the Company's transfer agent and registrar, (ii) each award agreement under which options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses, other stock-based awards and certain other awards are granted pursuant to the 2021 Plan will be consistent with the 2021 Plan and will be duly authorized, executed and delivered by the parties thereto, and (iii) the Company's issuance of the Shares does not and will not (a) except to the extent expressly stated in the opinions contained herein, violate any statute to which the Company or such issuance is subject, or (b) constitute a violation of, or a breach under, or require the consent or approval of any other person under, any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Amended and Restated Certificate of Incorporation and the Amended and Restated By-laws although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such instruments) and that the Company will continue to have sufficient authorized shares of Common Stock, and (iv) the Company's authorized capital stock is as set forth in the Amended and Restated Certificate of Incorporation and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Shares are issued to the 2021 Plan participants in accordance with the terms and conditions of the 2021 Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion letter is 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 laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-XXXXXX) pertaining to the registration of additional shares of common stock of Vimeo, Inc. of our reports dated February 19, 2025, with respect to the consolidated financial statements of Vimeo, Inc. and the effectiveness of internal control over financial reporting of Vimeo, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
February 19, 2025

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# Calculation of Filing Fee Tables

## S-8

### Vimeo, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$0.01 per Share	457(a)	15,000,000	\$ 6.41	\$ 96,150,000.00	0.0001531	\$ 14,720.57
Total Offering Amounts:					\$ 96,150,000.00		\$ 14,720.57
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 14,720.57

#### Offering Note

1

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover such indeterminate number of additional shares of Common Stock as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Registrant's 2021 Stock and Annual Incentive Plan, as amended (the "Restated 2021 Plan").

(2) Represents shares of Common Stock reserved for issuance under the Restated 2021 Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act based on the average of the high and low sale prices of the Common Stock, as quoted on the Nasdaq Stock Market LLC on February 12, 2025.

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