
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Krispy Kreme, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

5400
(Primary Standard Industrial
Classification Code Number)

37-1701311
(I.R.S. Employer
Identification Number)

**2116 Hawkins Street
Charlotte, North Carolina 28203
(800) 457-4779**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Michael Tattersfield
Chief Executive Officer
c/o Krispy Kreme, Inc.
2116 Hawkins Street
Charlotte, North Carolina 28203
(800) 457-4779**

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

Copies to:

**Laura Kaufmann Belkhat, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, New York 10001
Tel: (212) 735-3000**

**Deanna L. Kirkpatrick, Esq.
Marcel R. Fausten, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Tel: (212) 450-4000**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-256664

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, 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 under the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)	Amount Of Registration Fee(2)
Common stock, \$0.01 par value per share	3,156,862	\$17.00	\$53,666,654	\$5,855.03

(1) Represents only the additional number of shares being registered and includes 411,764 additional shares that the underwriters have the option to purchase. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the amount being registered does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-256664).

(2) Calculated under Rule 457(a) under the Securities Act of 1933, as amended, for purposes of determining the registration fee based on the initial public offering price of \$17.00 per share. The registrant previously registered securities on a Registration Statement on Form S-1 (Registration No. 333-256664), which was declared effective on June 30, 2021. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$53,666,654 is hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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

Krispy Kreme, Inc., a Delaware corporation (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, as amended (File No. 333-256664) (“Prior Registration Statement”), which the Commission declared effective on June 30, 2021.

The Registrant is filing this registration statement for the sole purpose of increasing by 3,156,862 shares the number of shares of its common stock, par value \$0.01 per share, to be registered for sale, 411,764 of which may be sold by the Registrant upon exercise of the underwriters’ option to purchase additional shares solely to cover over-allotments, if any. The additional shares that are being registered for issuance and sale 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 Registration 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 and the power of attorney included therein, are hereby incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Skadden, Arps, Slate, Meagher & Flom LLP</u>
23.1	<u>Consent of Grant Thornton LLP, an Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Skadden, Arps, Slade, Meagher & Flom LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on page II-5 and II-6 of the Registration Statement on Form S-1 (File No. 333-256664) filed on June 1, 2021)</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 Charlotte, North Carolina, on June 30, 2021.

KRISPY KREME, INC.

By: /s/ Michael Tattersfield

Name: Michael Tattersfield

Title: Chief Executive Officer

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/ Michael Tattersfield</u> Michael Tattersfield	Director, President and Chief Executive Officer (Principal Executive Officer)	June 30, 2021
<u>/s/ Josh Charlesworth</u> Josh Charlesworth	Chief Operating Officer and Chief Financial Officer (Principal Financial Officer)	June 30, 2021
<u>*</u> Joey Pruitt	Chief Accounting Officer (Principal Accounting Officer)	June 30, 2021
<u>*</u> Olivier Goudet	Director, Chairman of the Board	June 30, 2021
<u>*</u> Paul Michaels	Director, Vice Chairman of the Board	June 30, 2021
<u>*</u> David Bell	Director	June 30, 2021
<u>*</u> Patricia Capel	Director	June 30, 2021
<u>*</u> Ozan Dokmecioglu	Director	June 30, 2021
<u>*</u> David Deno	Director	June 30, 2021

* _____ Carl E. Lee, Jr.	Director	June 30, 2021
* _____ Debbie Roberts	Director	June 30, 2021
* _____ Lubomira Rochet	Director	June 30, 2021
* _____ Michelle Weese	Director	June 30, 2021
* _____ Henry Yeagley	Director	June 30, 2021

*By: /s/ Catherine Tang
Catherine Tang
Attorney-in-Fact

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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NEW YORK, NY 10001

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June 30, 2021

Krispy Kreme, Inc.
2116 Hawkins Street
Charlotte, NC 28203Re: Krispy Kreme, Inc. Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special United States counsel to Krispy Kreme, Inc., a Delaware corporation (the “Company”), in connection with the public offering by the Company of the Company’s common stock, par value \$0.01 per share (“Common Stock”). This opinion relates to up to 3,156,862 additional shares of Common Stock (including up to 411,764 shares of Common Stock subject to an over-allotment option) (the “Shares”) that may be sold by the Company in such public offering pursuant to the registration statement to which this opinion pertains to be filed by the Company on the date hereof (the “462(b) Registration Statement”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinions stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-1 (File No. 333-256664) of the Company relating to the Shares filed on June 1, 2021 with the Securities and Exchange Commission (the “Commission”) under the Securities Act and Pre-Effective Amendment No. 1 and No. 2 thereto, including the information deemed to be a part of the registration statement pursuant to Rule 430A of the Rules and Regulations under the Securities Act (the “Rules and Regulations”) (such registration statement, as so amended, being hereinafter referred to as the “Registration Statement”);

(b) the prospectus, dated June 25, 2021 (the "Prospectus"), which forms a part of and is included in the Registration Statement;

(c) the 462(b) Registration Statement;

(d) the form of the Underwriting Agreement (the "Underwriting Agreement") proposed to be entered into among the Company, J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several Underwriters named in Schedule 1 thereto (the "Underwriters") and Wells Fargo Securities, LLC, acting in its capacity as the "qualified independent underwriter" within the meaning of Rule 5121 of the Financial Industry Regulatory Authority, Inc., relating to the sale by the Company to the Underwriters of the Shares, filed as Exhibit 1.1 to the Registration Statement;

(e) an executed copy of a certificate of Catherine Tang, Secretary of the Company, dated the date hereof (the "Secretary's Certificate");

(f) a copy of the Company's Second Amended and Restated Certificate of Incorporation in effect as of May 10, 2021 and June 21, 2021, certified by the Secretary of State of the State of Delaware as of April 20, 2021, and certified pursuant to the Secretary's Certificate;

(g) a copy of the Certificate of Amendment to the Company's Second Amended and Restated Certificate of Incorporation in effect as of May 10, 2021 and June 21, 2021, certified by the Secretary of State of the State of Delaware as of May 10, 2021, and certified pursuant to the Secretary's Certificate;

(h) a copy of the Company's Third Amended and Restated Certificate of Incorporation, to be in effect prior to the consummation of the offering of the Shares and filed as Exhibit 3.1 to the Registration Statement;

(i) a copy of the Company's Amended and Restated Bylaws, as amended and in effect as of April 20, 2021 and certified pursuant to the Secretary's Certificate;

(j) a copy of the Company's Second Amended and Restated Bylaws, as amended and in effect as of May 10, 2021 and June 21, 2021 and certified pursuant to the Secretary's Certificate;

(k) a copy of the Company's Third Amended and Restated Bylaws, to be in effect prior to the consummation of the offering of the Shares and filed as Exhibit 3.2 to the Registration Statement; and

(l) copies of certain resolutions of the Board of Directors of the Company, adopted on May 28, 2021 and June 21, 2021, each 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 opinions stated below, including the facts and conclusions set forth in the Secretary's Certificate and the factual representations and warranties contained in the Underwriting Agreement.

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. As to any facts relevant to the opinions 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 factual representations and warranties set forth in the Underwriting Agreement. In addition, we have assumed that the issuance of the Shares will not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Third Amended and Restated Certificate of Incorporation and the Second Amended and Restated Bylaws or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement).

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 when (i) the 462(b) Registration Statement has become effective under the Securities Act; (ii) the Underwriting Agreement has been duly authorized, executed and delivered by the Company and the other parties thereto; (iii) the Third Amended and Restated Certificate of Incorporation has been filed with the Secretary of State of the State of Delaware and has become effective and the Board of Directors of the Company, including any appropriate committee appointed thereby, has taken all necessary corporate action to adopt the Company's Second Amended and Restated Bylaws and to approve the issuance and sale of the Shares and related matters, including the price per share of the Shares; (iv) the Shares are registered in the Company's share registry and delivered upon payment of the consideration therefor determined by the Board of Directors, the Shares, when issued and sold in accordance with the provisions of the Underwriting Agreement, will be duly authorized by all requisite corporate action on the part of the Company under the DGCL and validly issued, fully paid and nonassessable; *provided* that the consideration therefor is not less than \$0.01 per Share.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, 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.

Very truly yours,

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

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 23, 2021 (except Note 6a and Note 18, as to which the date is May 28, 2021), with respect to the consolidated financial statements of Krispy Kreme Inc. (f/k/a Krispy Kreme HoldCo, Inc.) contained in the Registration Statement on Form S-1 (File No. 333-256664) which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Denver, Colorado
June 30, 2021