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

**Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Perella Weinberg Partners
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

84-1770732
(I.R.S. Employer Identification No.)

**767 Fifth Avenue
New York, NY**
(Address of Principal Executive Offices)

10153
(Zip Code)

Perella Weinberg Partners 2021 Omnibus Incentive Plan
(Full title of the plan)

**Vladimir Shendelman, Esq.
General Counsel
Perella Weinberg Partners
767 Fifth Avenue
New York, New York 10153**
(Name and address of agent for service)

(212) 287-3200
(Telephone number, including area code, of agent for service)

Copies to:
**Joseph A. Coco, Esq.
Michael J. Schwartz, Esq.
Blair T. Thetford, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, New York 10001
(212) 735-3000**

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 checked="" type="checkbox"/>
Non-accelerated filer	<input 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.

EXPLANATORY NOTE

This registration statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering 5,219,905 shares of Class A Common Stock, par value \$0.0001 per share, of Perella Weinberg Partners (the “Company”) that may be issued and sold pursuant to the Perella Weinberg Partners 2021 Omnibus Incentive Plan (the “Incentive Plan”).

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

The documents containing the information specified in Part I of the instructions to the Registration Statement on Form S-8 will be sent or given to participants in the Incentive Plan as required by Rule 428(b)(1) of the rules promulgated under the Securities Act of 1933, as amended (the “Securities Act”). These documents are not being filed with the Securities and Exchange Commission (the “SEC”) as a part of this registration statement in accordance with Rule 428(b) and the Note to Part I of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement and shall be deemed to be a part hereof (except for any portions of Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the SEC):

(a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed on March 11, 2022, as amended by the Company’s Annual report on [Form 10-K/A](#) as filed with the Commission on July 7, 2022;

(b) The Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2022, June 30, 2022 and September 30, 2022, filed with the SEC on [May 5, 2022](#), [August 4, 2022](#) and [November 7, 2022](#), respectively;

(c) The Company’s Current Reports on Form 8-K filed with the SEC on [February 17, 2022](#) (Item 8.01 only), [May 25, 2022](#), [June 2, 2022](#), [July 22, 2022](#) (Item 8.01 only), [August 11, 2022](#), [August 15, 2022](#), [August 19, 2022](#), [August 23, 2022](#), [September 7, 2022](#), [September 26, 2022](#) and [December 2, 2022](#), [February 9, 2023](#) (Item 8.01 only), [February 17, 2023](#), [February 21, 2023](#) and [February 23, 2023](#); and

(d) The description of the Class A Common Stock, par value \$0.0001 per share, included in [Exhibit 4.4](#) of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 11, 2022, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and 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 into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K under the Exchange Act shall not be incorporated by reference into this Registration Statement. Any statement contained herein or 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 in any subsequently filed document which also 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 Delaware General Corporation Law, as amended, authorizes us 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.

Our Certificate of Incorporation and Bylaws provide that our officers and directors are indemnified by us to the fullest extent authorized or permitted by applicable law, as it now exists or may in the future be amended. In addition, we have entered into indemnification agreements with each of our directors and executive officers. These agreements require us, among other things, to indemnify these individuals to the fullest extent permitted by applicable law against expenses and liabilities that may arise by reason of their status as directors and executive officers, subject to certain exceptions, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We have also purchased a policy of directors' and officers' liability insurance that insures our directors and executive officers against loss arising from claims made by reason of breach of duty or other wrongful act and insures us against our obligations to indemnify our directors and executive officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Perella Weinberg Partners (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the SEC on January 13, 2022 (File No. 333-261785)).
3.2	Amended and Restated Bylaws of Perella Weinberg Partners (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the SEC on June 30, 2021).
5.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1 hereto).
24.1*	Powers of Attorney (included as part of the signature page hereto).
99.1	Perella Weinberg Partners 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K, filed with the SEC on June 30, 2021).
99.2	French Sub-Plan Under the Perella Weinberg Partners 2021 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K, filed with the SEC on June 30, 2021).
107*	Filing Fee Table.

* Filed herewith

Item 9. Undertakings.

(a) The 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;

(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) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC 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 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.

(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 SEC 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, as amended, 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 New York, New York, on February 23, 2023.

PERELLA WEINBERG PARTNERS

By: /s/ ANDREW BEDNAR

Andrew Bednar

Chief Executive Officer

(Principal Executive Officer)

POWER OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter A. Weinberg, Gary S. Barancik and Vladimir Shendelman, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and 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, and to file the same, with all exhibits thereto, and all 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 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 attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ ANDREW BEDNAR</u> Andrew Bednar	Chief Executive Officer (Principal Executive Officer)	February 23, 2023
<u>/s/ GARY S. BARANCIK</u> Gary S. Barancik	Chief Financial Officer (Principal Financial Officer)	February 23, 2023
<u>/s/ ALEXANDRA GOTTSCHALK</u> Alexandra Gottschalk	Chief Accounting Officer (Principal Accounting Officer)	February 23, 2023
<u>/s/ PETER A. WEINBERG</u> Peter A. Weinberg	Chairman	February 23, 2023
<u>/s/ JOSEPH R. PERELLA</u> Joseph R. Perella	Chairman Emeritus	February 23, 2023
<u>/s/ ROBERT K. STEEL</u> Robert K. Steel	Vice Chairman	February 23, 2023
<u>/s/ DIETRICH BECKER</u> Dietrich Becker	Director	February 23, 2023
<u>/s/ ELIZABETH COGAN FASCITELLI</u> Elizabeth Cogan Fascitelli	Director	February 23, 2023
<u>/s/ KRISTIN W. MUGFORD</u> Kristin W. Mugford	Director	February 23, 2023
<u>/s/ JORMA OLLILA</u> Jorma Ollila	Director	February 23, 2023
<u>/s/ IVAN G. SEIDENBERG</u> Ivan G. Seidenberg	Director	February 23, 2023
<u>/s/ JANE C. SHERBURNE</u> Jane C. Sherburne	Director	February 23, 2023
<u>/s/ DANIEL G. COHEN</u> Daniel G. Cohen	Director	February 23, 2023

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

PERELLA WEINBERG PARTNERS

(Exact Name of Registrant as Specified in its Charter)

Table I: 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
Equity	Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock")	457(a)	5,219,905 ⁽¹⁾	\$10.66 ⁽²⁾	\$55,644,187.30 ⁽³⁾	\$110.20 per million dollars	\$6,131.99
Total Offering Amounts					\$55,644,187.30 ⁽³⁾		\$6,131.99
Total Fee Offsets							
Net Fee Due							\$6,131.99

¹ Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover an indeterminate number of additional shares of Class A Common Stock of Perella Weinberg Partners (the "Registrant") that may, with respect to the shares of Class A Common Stock registered hereunder, become issuable under the Registrant's 2021 Omnibus Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Class A Common Stock.

² Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, on the basis of the average of the high and low prices per share of the Class A Common Stock as reported on the Nasdaq Global Select Market on February 21, 2023.

³ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act. Calculated in accordance with Section 6 of the Securities Act and Rule 457 under the Securities Act by multiplying 0.0001102 and the proposed maximum aggregate offering price.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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February 23, 2023

Perella Weinberg Partners
767 Fifth Avenue
New York, New York 10153Re: Perella Weinberg Partners
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Perella Weinberg Partners, 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 5,219,905 shares (the "Shares") of the Company's Class A common stock, par value \$0.0001 per share, available for future issuance under the Perella Weinberg Partners 2021 Omnibus Incentive Plan (the "Plan").

This opinion 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 Plan;
- (c) an executed copy of a certificate of Gary Barancik, Chief Financial Officer and Partner, dated the date hereof (the “Officer’s Certificate”);
- (d) a copy of the Company’s Amended and Restated Certificate of Incorporation (the “Amended and Restated Certificate of Incorporation”), as in effect as of December 28, 2020, certified by the Secretary of State of the State of Delaware as of February 23, 2023, and certified pursuant to the Officer’s Certificate;
- (e) a copy of the Company’s Restated Certificate of Incorporation (the “Restated Certificate of Incorporation”), as currently in effect, certified by the Secretary of State of the State of Delaware as of February 23, 2023, and certified pursuant to the Officer’s Certificate;
- (f) copies of the Company’s Bylaws (the “Bylaws”), as amended and in effect as of December 28, 2020, and certified pursuant to the Officer’s Certificate;
- (g) copies of the Company’s Amended and Restated Bylaws (the “Amended and Restated Bylaws”), as amended and in effect as of the date hereof, and certified pursuant to the Officer’s Certificate; and
- (h) copies of certain resolutions of the Board of Directors of the Company relating to the approval of the Plan and certain related matters and certified pursuant to the Officer’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 Officer’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 Officer's Certificate.

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 Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto, and (iii) the issuance of the Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not and will not make this assumption with respect to the Restated Certificate of Incorporation and the Amended and Restated Bylaws).

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 Plan participants in accordance with the terms and conditions of the 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 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 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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Perella Weinberg Partners 2021 Omnibus Incentive Plan of our report dated March 11, 2022, with respect to the consolidated financial statements of Perella Weinberg Partners included in its Amendment No. 1 to the Annual Report (Form 10-K/A) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

February 23, 2023