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

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

GigaCloud Technology Inc

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

00-000000
(IRS Employer
Identification No.)

**4388 Shirley Avenue
El Monte, CA 91731**
(Address of Principal Executive Offices and Zip Code)

2017 Share Incentive Plan
(Full Title of the Plan)

GIGACLOUD TECHNOLOGY(USA) INC.
**4388 Shirley Avenue
El Monte, CA 91731**
(Name and address of agent for service)

+1 626-912-8886
(Telephone number, including area code, of agent for service)

Copies to:

**Larry Lei Wu
GigaCloud Technology Inc
4388 Shirley Avenue
El Monte, CA 91731
+1 626-912-8886**

**Benjamin Su, Esq.
Latham & Watkins LLP
18th Floor, One Exchange Square
8 Connaught Place, Central, Hong Kong
+852 2912-2500**

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 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 is filed by GigaCloud Technology Inc (the “Registrant”) to register the offer and sale of an additional 815,637 Class A ordinary shares, par value \$0.05 per share (“Class A Ordinary Shares”) of the Registrant that are issuable or may become issuable under the 2017 Share Incentive Plan (the “2017 Plan”) pursuant to the provisions of the 2017 Plan providing for an automatic increase in the number of Class A Ordinary Shares reserved for issuance under such plan.

In accordance with General Instruction E to Form S-8, the contents of the registration statement on Form S-8, File No. 333-267602, filed with the U.S. Securities and Exchange Commission (the “Commission”) on September 26, 2022, and Form S-8, File No. 333-272969 filed with the Commission on June 28, 2023, with respect to the 2008 Share Incentive Plan and the 2017 Plan, are incorporated herein by reference, except as otherwise set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

* Information required by Part I of the Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the introductory note to Part I of Form S-8. The documents containing information specified in this Part I of Form S-8 will be separately provided to the participants covered by the Plan, as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference herein:

- (a) The Registrant’s annual report on Form 10-K for the year ended December 31, 2023 (File No. 001-41454) filed with the Commission on March 27, 2024; and
- (b) The description of the Registrant’s Class A Ordinary Shares contained in its registration statement on Form 8-A (File No. 001-41454) filed with the Commission on July 22, 2022, including any amendment and report filed for the purpose of updating that description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this registration statement, prior to the filing of a post-effective amendment to this registration statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Any statement contained herein or in any 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 modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this registration statement, except as so modified or superseded.

Item 8. Exhibits.

See Exhibit Index beginning on page 2 of this registration statement.

GIGACLOUD TECHNOLOGY INC

EXHIBIT INDEX

Exhibit Number	Description
4.1	<u>Seventh Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Amendment No. 1 to registration statement on Form F-1 (File No. 333-266058) filed with the Commission on July 22, 2022)</u>
4.2	<u>Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 1 to registration statement on Form F-1 (File No. 333-266058) filed with the Commission on July 22, 2022)</u>
5.1*	<u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of Class A Ordinary Shares being registered</u>
10.2	<u>2017 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's registration statement on Form F-1 (File No. 333-266058) filed with the Commission on July 8, 2022)</u>
23.1*	<u>Consent of KPMG Huazhen LLP, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature page hereto)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

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 Industry, California, United States, on March 27, 2024.

GigaCloud Technology Inc

By: /s/ Larry Lei Wu
Name: Larry Lei Wu
Title: Chairman and Chief
Executive Officer

[Signature Page to S-8]

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Larry Lei Wu as his true and lawful attorney-in-fact with full power of substitution and re-substitution, for and in such person's 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 other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorney-in-fact may lawfully do or cause to be done by virtue hereof.

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/ Larry Lei Wu</u> Name: Larry Lei Wu	Chairman and Chief Executive Officer (Principal Executive Officer)	March 27, 2024
<u>/s/ Frank Lin</u> Name: Frank Lin	Director	March 27, 2024
<u>/s/ Zhiwu Chen</u> Name: Zhiwu Chen	Director	March 27, 2024
<u>/s/ Lorri Kelley</u> Name: Lorri Kelley	Director	March 27, 2024
<u>/s/ Jan William Visser</u> Name: Jan William Visser	Director	March 27, 2024
<u>/s/ Kwok Hei David Lau</u> Name: Kwok Hei David Lau	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 27, 2024

[Signature Page to S-8]

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of GigaCloud Technology Inc, has signed this registration statement or amendment thereto in City of Industry, California, on March 27, 2024.

Authorized U.S. Representative
GIGACLOUD
TECHNOLOGY(USA) INC.

By: /s/ Larry Lei Wu
Name: Larry Lei Wu
Title: Chief Executive Officer,
Secretary

[Signature Page to S-8]

Calculation of Filing Fee Tables

S-8

 (Form Type)

GigaCloud Technology Inc

 (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A ordinary shares, par value US\$0.05 per share ⁽¹⁾	457(h), 457(c)	815,637 ⁽³⁾	\$28.55 ⁽³⁾	\$ 23,286,436	0.00014760	\$ 3,437.08
Total Offering Amounts					\$ 23,286,436		\$ 3,437.08
Total Fee Offsets							—
Net Fee Due							\$ 3,437.08

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims											
Fee Offset Sources											

Notes:

- (1) This registration statement on Form S-8 (this “Registration Statement”) registers additional Class A ordinary share, par value of \$0.05 per share, of the Registrant (“Class A Ordinary Shares”) issuable pursuant to the terms in the Registrant’s 2017 Share Incentive Plan (the “2017 Plan”). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional securities which may be offered and issued under the 2017 Plan to prevent dilution from share subdivisions, share dividends or similar transactions as provided in the 2017 Plan.
- (2) Any Class A Ordinary Shares covered by an award granted under the 2017 Plan (or portion of an award) that expires or for any reason is cancelled or terminated without having been exercised or settled or that is forfeited or repurchased and held as treasury shares shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A Ordinary Shares which may be issued under the 2017 Plan.

- (3) The amount to be registered represents Class A Ordinary Shares available for future issuance or which may become available for issuance under the 2017 Plan in accordance with its terms. The corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the Registrant's Class A Ordinary Shares as quoted on the Nasdaq Global Market on March 22, 2024.

Ref: RDS/784775-000001/28853148v2
Direct tel +852 2971 3046
Email richard.spooner@maples.com

GigaCloud Technology Inc
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

27 March 2024

Dear Sir or Madam

GigaCloud Technology Inc (the "Company")

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 27 March 2024 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of an aggregate amount of 815,637 class A ordinary shares, par value US\$0.05 per share (the "**Shares**"), issuable by the Company pursuant to the Company's 2017 Share Incentive Plan filed as Exhibit 10.2 to the Company's registration statement on Form F-1, as amended (File no. 333-266058) and filed with the Commission on 8 July 2022 (the "**Plan**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the seventh amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 5 July 2022 and effective immediately prior to the completion of the initial public offering of the Company's class A ordinary shares (the "**Memorandum and Articles**") and the written resolutions of the directors of the Company passed on 5 July 2022 (the "**Board Resolutions**"), the minutes (the "**Minutes**") of the meeting of the directors of the Company held on 15 March 2023 (the "**Meeting**") and the written resolutions of the shareholders of the Company passed on 5 July 2022 (together with the Board Resolutions, the "**Resolutions**").

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
2. When issued and paid for in accordance with the terms of the Plan and in accordance with the Resolutions, and appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be legally and validly issued, fully paid and non-assessable.

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act (As Revised) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the memorandum and articles of association of the Company in force at the relevant time (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) the Minutes are a true and correct record of the proceedings of the Meeting, which was duly convened and held, and at which a quorum was present throughout, in each case, in the manner prescribed in the Memorandum and Articles and the resolutions set out in the Minutes were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect (g) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out in this opinion letter, (h) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out in this opinion letter, and (i) upon the issue of any Shares, the Company will receive consideration which shall be not less than the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion letter as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion letter as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 27, 2024, with respect to the consolidated financial statements of GigaCloud Technology Inc, incorporated herein by reference.

/s/ KPMG Huazhen LLP

Shanghai, People's Republic of China

March 27, 2024