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

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

Mister Car Wash, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

47-1393909
(I.R.S. Employer
Identification No.)

222 E. 5th Street
Tucson, Arizona 85705
(520) 615-4000
(Address of principal executive offices) (Zip code)

MISTER CAR WASH, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plans)

Jedidiah Gold
Chief Financial Officer
Mister Car Wash, Inc.
222 E. 5th Street
Tucson, Arizona 85705
(520) 615-4000
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With copies to:

Gregory P. Rodgers
Benjamin J. Cohen
Drew Capurro
Latham & Watkins LLP
1271 Avenue of the Americas
New York, New York 10020
(212) 906-1200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input 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 comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,575,962 shares of Mister Car Wash, Inc.'s (the "Registrant") common stock to be issued pursuant to the Mister Car Wash, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP") and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORMS-8

The contents of the Registration Statements on Form S-8 (File Nos. [333-257401](#) and [333-270270](#)) filed with the Securities and Exchange Commission, relating to the 2021 ESPP, are incorporated herein by reference.

Item 8. Exhibits

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Mister Car Wash, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40542) filed on June 1, 2022)
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Mister Car Wash, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40542) filed on June 1, 2023)
4.3	Amended and Restated Bylaws of Mister Car Wash, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40542) filed on July 2, 2021)
5.1*	Opinion of Latham & Watkins LLP
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	Mister Car Wash, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1/A (File No. 333-256697) filed on June 17, 2021)
107.1*	Filing Fee Table

* 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 the City of Tucson, State of Arizona, on March 1, 2024.

MISTER CAR WASH, INC.

By: /s/ John Lai

John Lai

Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints John Lai and Jedidiah Gold, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, 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, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other 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 or desirable to be done in connection therewith as fully to all intents and purposes as he 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.

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.

Signature	Title	Date
<u>/s/ John Lai</u> John Lai	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 1, 2024
<u>/s/ Jedidiah Gold</u> Jedidiah Gold	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 1, 2024
<u>/s/ John Danhaki</u> John Danhaki	Director	March 1, 2024
<u>/s/ J. Kristofer Galashan</u> J. Kristofer Galashan	Director	March 1, 2024
<u>/s/ Ronald Kirk</u> Ronald Kirk	Director	March 1, 2024
<u>/s/ Dorvin Lively</u> Dorvin Lively	Director	March 1, 2024
<u>/s/ Atif Rafiq</u> Atif Rafiq	Director	March 1, 2024
<u>/s/ Veronica Rogers</u> Veronica Rogers	Director	March 1, 2024
<u>/s/ Jonathan Seiffer</u> Jonathan Seiffer	Director	March 1, 2024
<u>/s/ Jeffrey Suer</u> Jeffrey Suer	Director	March 1, 2024
<u>/s/ Jodi Taylor</u> Jodi Taylor	Director	March 1, 2024

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LATHAM & WATKINS LLP

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Madrid	

March 1, 2024

Mister Car Wash, Inc.
 222 E. 5th Street
 Tucson, Arizona 85705

Re: Registration Statement on Form S-8 of Mister Car Wash, Inc.

To the addressee listed above:

We have acted as special counsel to Mister Car Wash, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance of up to 1,575,962 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, which may be issued pursuant to the Mister Car Wash, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the "DCGL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2021 ESPP, assuming in each case that the individual grants or awards under the 2021 ESPP are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the 2021 ESPP (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have

March 1, 2024

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been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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 Securities and Exchange Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2024, relating to the financial statements of Mister Car Wash, Inc. (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Tempe, Arizona
March 1, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)Mister Car Wash, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	1,575,962 (2)	\$6.70 (3)	\$10,558,945.40	\$147.60 per \$1,000,000	\$1,558.50
Total Offering Amounts					\$10,558,945.40		\$1,558.50
Total Fee Offsets (4)							\$0
Net Fee Due							\$1,558.50

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional shares of common stock, par value \$0.01 per share (the “Common Stock”), of Mister Car Wash, Inc. (the “Registrant”) 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 1,575,962 shares of Common Stock that became available for issuance on January 1, 2024, under the Mister Car Wash, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) pursuant to the automatic annual increase provision thereunder.
- (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 on 85% of the average of the high and low prices of the Registrant’s Common Stock as reported on The New York Stock Exchange on February 26, 2024. Pursuant to the 2021 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value of a share of Common Stock on (a) the first trading day of the offering period and (b) the purchase date.
- (4) The Registrant does not have any fee offsets.