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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT (333-220008)
UNDER
THE SECURITIES ACT OF 1933**

YogaWorks, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

47-1219105
(I.R.S. Employer
Identification Number)

5780 Uplander Way
Culver City, California
(Address of Principal Executive Offices)

90230
(Zip Code)

YogaWorks, Inc. 2017 Incentive Award Plan
YWX Holdings, Inc. 2014 Stock Option and Grant Plan
(Full title of the plan)

Rosanna McCollough
Chief Executive Officer
YogaWorks, Inc.
5780 Uplander Way
Culver City, California 90230
Telephone: (310) 664-6470

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

with a copy to:

Steven B. Stokdyk
Latham & Watkins LLP
10250 Constellation Blvd #1100
Los Angeles, CA 90067
Telephone: (213) 485-1234

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 type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | 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 comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act

**EXPLANATORY NOTE
DEREGISTRATION OF SECURITIES**

On August 16, 2017, YogaWorks, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 (Registration No. 333-220008) (the “Original Registration Statement”) under the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the “SEC”). The Original Registration Statement registered 3,546,424 shares of the Registrant’s common stock, \$0.001 par value per share (the “Common Stock”), to be issued under the YogaWorks, Inc. 2017 Incentive Award Plan (the “2017 Plan”) or the YWX Holdings, Inc. 2014 Stock Option and Grant Plan (the “2014 Plan”). This Post-Effective Amendment No. 1 (this “Amendment”) to the Original Registration Statement is being filed to deregister all shares of Common Stock that were registered under the Original Registration Statement and remain unissued under the 2014 Plan and 2017 Plan. Following the filing of this Amendment, no further offers or sales of shares of Common Stock under this Registration Statement shall be made and all documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act shall not be incorporated by reference in this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Culver City, California, on July 25, 2019.

YOGAWORKS, INC.

By: /s/ Rosanna McCollough
Rosanna McCollough
Chief Executive Officer

No other person is required to sign this Post-Effective Amendment on behalf of the Registrant in reliance on Rule 478 under the Securities Act of 1933, as amended.