

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

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

YOUNGEVITY INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

90-0890517
*(I.R.S. Employer
Identification Number)*

**2400 Boswell Road
Chula Vista, California 91914
(619) 934-3980**
*(Address, including ZIP code, and telephone number, including
area code, of registrant's principal executive office)*

**YOUNGEVITY INTERNATIONAL, INC.
AMENDED AND RESTATED 2012 STOCK OPTION PLAN**
(Full title of the Plan)

**STEPHAN WALLACH
Chief Executive Officer
2400 Boswell Road
Chula Vista, California 91914
(619) 934-3980**
(Name, address and telephone number of agent of services)

WITH COPIES TO:

**Leslie Marlow, Esq.
Hank Gracin, Esq.
Patrick J. Egan, Esq.
Gracin & Marlow, LLP
The Chrysler Building
405 Lexington Avenue, 26 th, Floor
New York, New York 10174
(212) 907-6457**

(Name, address and telephone number)

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 of 1934.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" 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 complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾		Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽⁴⁾
Common Stock, par value \$0.001 per share, under the Amended and Restated 2012 Stock Option Plan	5,000,000	\$	7.98	\$ 39,900,000	\$ 4,835.88

- (1) The securities to be registered include options and other rights to acquire the common stock of Youngevity International, Inc. (the “Registrant”).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for purposes of calculating the registration fee. The price for the shares of common stock is based upon the average of the \$8.38 (high) and \$7.57 (low) price of the Registrant’s stock as reported on the NASDAQ Capital Market on February 1, 2019, which date is within five business days prior to filing this Registration Statement.
- (4) Calculated under Section 6(b) of the Securities Act as .00012120 of the proposed maximum aggregate offering price.

EXPLANATORY NOTE

Youngevity International, Inc. (the “Company” or the “Registrant”) filed with the Securities and Exchange Commission (the “SEC”) its Registration Statement on Form S-8 (Registration No. 333-189748) on July 1, 2013 (the “2013 Registration Statement”) pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering under the Securities Act of 1933, as amended (the “Securities Act”), 2,000,000 shares of common stock, par value \$0.001 per share (the “Common Stock”) to be offered and sold under the Registrant’s 2012 Stock Option Plan. Thereafter, on June 29, 2017 the Registrant filed with the SEC, a Registration Statement on Form S-8 (Registration No. 333-219027) (the “2017 Registration Statement”) pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering under the Securities Act an additional 2,000,000 shares of Common Stock to be offered and sold under the Registrant’s Amended and Restated 2012 Stock Option Plan. Pursuant to General Instruction E to Form S-8, the contents of the 2013 Registration Statement and 2017 Registration Statement are incorporated into this Registration Statement by reference.

This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering under the Securities Act an additional 5,000,000 shares of Common Stock to be offered and sold under the Amended and Restated 2012 Stock Option Plan (the “Plan”). These shares represent 5,000,000 shares of Common Stock that were added to the Plan as of January 10, 2019 by vote of the Registrant’s stockholders and, in accordance with the terms of the Plan, are to be assigned to and made available for grant under the Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The information specified in Item 1 and Item 2 of Part I of this Registration Statement on Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act, and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” the information we file with it which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus and the termination of the offering:

- Our Annual Report on Form 10-K for the year ended December 31, 2017 (File No. 001-38116) filed with the SEC on March 30, 2018;
- Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (File No. 001-38116) filed with the SEC on May 14, 2018;
- Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (File No. 001-38116) filed with the SEC on August 14, 2018;
- Our Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (File No. 001-38116) filed with the SEC on November 14, 2018;
- Our Definitive Information Statement on Schedule 14C (File No. 001-38116) filed with the SEC on November 14, 2018;
- Our Definitive Proxy Statement on Schedule 14A (File No. 001-38116) filed with the SEC on June 8, 2018;
- Our Definitive Information Statement on Schedule 14C (File No. 001-38116) filed with the SEC on January 16, 2019;
- Our Current Reports on Form 8-K (File No. 001-38116) filed with the SEC on April 2, 2018, June 26, 2018, July 17, 2018, July 25, 2018, July 31, 2018, August 21, 2018, September 7, 2018, September 13, 2018, September 21, 2018, September 21, 2018, October 4, 2018, October 5, 2018, October 29, 2018, October 31, 2018, November 29, 2018, December 6, 2018, December 19, 2018, January 7, 2019, January 11, 2019, January 11, 2019, January 11, 2019, January 18, 2019; and
- The description of our Common Stock set forth in our registration statement on Form 8A-12B (File No. 001-38116), filed with the SEC on June 15, 2017.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the respective date of filing of each of those reports or documents until the filing of a post-effective amendment to this Registration Statement which indicates either that all securities offered by this Registration Statement have been sold or which deregisters all of the securities under this Registration Statement then remaining unsold. The Registrant is not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the SEC, including any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement. Any 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 General Corporation Law of the State of Delaware (the "DGCL") gives the Registrant power to indemnify each of its directors and officers against expenses and liabilities in connection with any proceedings involving him by reason of his being or having been a director or officer if (a) he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Registrant and (b) with respect to any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. However, in a proceeding by or in the right of the Registrant, there shall be no indemnification in respect of any liabilities or expenses if the officer or director shall have been adjudged liable to the Registrant unless the court in such proceeding determines he is entitled to indemnification for such liabilities and/or expenses. Furthermore, no indemnification shall be made to or on behalf of a director or officer if a judgment or other final adjudication adverse to such director or officer establishes that his acts or omissions (i) were in breach of his duty of loyalty to the Registrant and its stockholders, (ii) were not in good faith or involved a knowing violation of law or (iii) resulted in receipt by the director or officer of an improper personal benefit. The DGCL defines an act or omission in breach of a person's duty of loyalty as an act or omission which that person knows or believes to be contrary to the best interests of the Registrant or its stockholders in connection with a matter in which he has a material conflict of interest. If a director or officer is successful in a proceeding, the statute mandates that the Registrant indemnify him against expenses.

The Registrant's Bylaws provide indemnification to the maximum extent permitted by the DGCL. The DGCL allows for the elimination of the personal liability of the directors and officers to the Registrant or its shareholders for monetary damages for breaches of such director's or officer's duty of care or other duties as a director or officer; except liabilities for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit. This limitation on liability could have the effect of limiting directors' and officers' liability for violations of the federal securities laws. In addition, the DGCL allows for broad indemnification rights to directors and officers so long as the director or officer acted in a manner believed in good faith to be in or not opposed to the best interest of the Registrant and with respect to criminal proceedings if the director had no reasonable cause to believe his or her conduct was unlawful. The Registrant believes that the protection provided by these provisions will help the Registrant attract and retain qualified individuals to service as officers and directors. These provisions would provide indemnification for liabilities arising under the federal securities laws to the extent that such indemnification is found to be enforceable under, and to be in accordance with, applicable law and generally will limit the remedies available to a shareholder who is dissatisfied with a Board decision protected by these provisions, and such shareholder's only remedy may be to bring a suit to prevent the Board's action.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

<u>Exhibit No.</u>	<u>Description of Document</u>
4.1	Certificate of Incorporation dated July 15, 2011 Incorporated by reference to the Registrant's Form 10-12G (File No. 001-38116) filed with the Securities and Exchange Commission on February 12, 2013
4.2	Bylaws Incorporated by reference to the Registrant's Form 10-12G (File No. 001-38116) filed with the Securities and Exchange Commission on February 12, 2013
4.3	Certificate of Amendment to the Certificate of Incorporation dated June 5, 2017 (Incorporated by reference to the Company's Form 8-K (File No. 001-38116), filed with the Securities and Exchange Commission on June 7, 2017)
4.4	Amended and Restated 2012 Stock Option Plan Incorporated by reference to the Registrant's Definitive Information Statement on Schedule 14C (File No. 001-38116) filed with the Securities and Exchange Commission on January 16, 2019.
4.5	Form of Stock Option Agreement (Incorporated by reference to the Registrant's Form 10-K (File No. 000-54900) filed with the Securities and Exchange Commission on March 30, 2017)
4.6	Form of Restricted Stock Unit Award Agreement (Incorporated by reference to the Registrant's Form S-8 Registration Statement (File No. 333-219027) filed with the Securities and Exchange Commission on June 29, 2017)
5.1	Opinion of Gracin & Marlow, LLP regarding Legality of Shares ⁽¹⁾
23.1	Consent of Mayer Hoffman McCann P.C. Independent Registered Public Accounting Firm ⁽¹⁾
23.2	Consent of Gracin & Marlow, LLP (contained in Exhibit 5.1) ⁽¹⁾
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference) ⁽¹⁾

(1) Filed herewith.

ITEM 9. UNDERTAKINGS

The undersigned 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 of 1933, as amended;
 - ii. To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement;
 - iii. To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.
 2. That, for the purpose of determining any liability under the Securities Act of 1933, 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 that remain unsold at the termination of the offering.
 4. That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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.
 5. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant, 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.
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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 Chula Vista, California, on the 5th day of February 2019.

YOUNGEVITY INTERNATIONAL, INC.

By: /s/ Stephan Wallach
Name: Stephan Wallach
Title: Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Stephan Wallach and David Briskie, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, whether pre-effective or post-effective, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, or his or their substitute or substitutes, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments hereto in 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 attorneys-in-fact and agents, or his or their substitute or substitutes, or any of them, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons, in the capacities and on the date or dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephan Wallach</u> Stephan Wallach	Chief Executive Officer (Principal Executive Officer) and Director	February 5, 2019
<u>/s/ David Briskie</u> David Briskie	President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 5, 2019
<u>/s/ Michelle Wallach</u> Michelle Wallach	Director	February 5, 2019
<u>/s/ Richard Renton</u> Richard Renton	Director	February 5, 2019
<u>/s/ William Thompson</u> William Thompson	Director	February 5, 2019
<u>/s/ Kevin Allodi</u> Kevin Allodi	Director	February 5, 2019
<u>/s/ Paul Sallwasser</u> Paul Sallwasser	Director	February 5, 2019

EXHIBIT INDEX

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(1) Filed herewith.



The Chrysler Building
405 Lexington Avenue, 26th Floor
New York, New York 10174
Telephone: (212) 907-6457
Facsimile: (212) 208-4657

February 5, 2019

The Board of Directors
Youngevity International, Inc.
2400 Boswell Road
Chula Vista, California 91419

Re: Registration Statement on Form S-8

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") filed on the date hereof by Youngevity International, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") with respect to the registration of up to an aggregate of 5,000,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), to be issued in connection with the Company's Amended and Restated 2012 Stock Option Plan (the "Plan").

For the purposes of this opinion letter, we have examined the Registration Statement and the originals, or duplicates or certified or conformed copies, of such corporate records, agreements, documents and other instruments, including the Certificate of Incorporation and Bylaws of the Company and the Plan, and have made such other investigations as we have deemed relevant and necessary in connection with the opinions set forth below. As to questions of fact material to this opinion letter, we have relied, with your approval, upon oral and written representations and certificates of officers and other representatives of the Company and certificates or comparable documents of public officials.

In making such examination and rendering the opinions set forth below, we have assumed without verification the genuineness of all signatures, the authenticity of all documents submitted to us as originals, that all documents submitted to us as certified copies are true and correct copies of such originals, the authenticity of the originals of such documents submitted to us as certified copies, and the legal capacity of all individuals executing any of the foregoing documents.

We have also assumed that any Shares to be offered and sold from time to time will be duly authorized and issued in accordance with the Company's Certificate of Incorporation and Bylaws, the authorizing resolutions of the Board of Directors of the Company or a committee thereof and applicable law, and that any certificates evidencing such Shares will be duly executed and delivered, against receipt of the consideration approved by the Company, which will be no less than the par value thereof.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, when the Shares sold have been issued, delivered and paid for in the manner contemplated by and upon the terms and conditions set forth in the Plan, the Shares will be validly issued, fully paid and nonassessable.

We are members of the bar of the State of New York, and do not express any opinion herein concerning any law other than the Delaware General Corporation Law and applicable reported judicial decisions. This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligations to advise you of any change in the foregoing subsequent to the delivery of this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 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, and the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Gracin & Marlow, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 30, 2018, relating to the consolidated financial statements of Youngevity International, Inc. and Subsidiaries (which report includes an explanatory paragraph relating to the uncertainty of Youngevity International, Inc. and Subsidiaries' ability to continue as a going concern) included on Form 10-K for the year ended December 31, 2017.

/s/ Mayer Hoffman McCann P.C.

San Diego, California
February 4, 2019
