

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

**FORM S-1**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**PLBY GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

**6770**  
(Primary Standard Industrial  
Classification  
Code Number)

**37-1958714**  
(I.R.S. Employer  
Identification No.)

**10960 Wilshire Blvd., Suite 2200**  
**Los Angeles, CA 90024**  
**(310) 424-1800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ben Kohn**  
**Chief Executive Officer**  
**10960 Wilshire Blvd. Suite 2200**  
**Los Angeles, CA 90024**  
**(310) 424-1800**

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

*Copies to:*

**W. Stuart Ogg**  
**Jones Day**  
**1755 Embarcadero Road**  
**Palo Alto, CA 94303**  
**(650) 739-3939**

**Chris Riley**  
**General Counsel**  
**PLBY Group, Inc.**  
**10960 Wilshire Blvd., Suite 2200**  
**Los Angeles, CA 90024**  
**(310) 424-1800**

**Ben A. Stacke**  
**Faegre Drinker Biddle & Reath LLP**  
**2200 Wells Fargo Center**  
**90 S. Seventh Street**  
**Minneapolis, MN 55402**  
**(612) 776-7000**

**Approximate date of commencement of proposed sale to the public. As soon as practicable after this registration statement becomes effective:**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ File No. 333-256855

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 ☐  
Non-accelerated filer ☒

Accelerated filer ☐  
Smaller reporting company ☒  
Emerging growth company ☒

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 Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)(3)</sup>	Amount of Registration Fee
Shares of Common Stock, par value \$0.0001 per share	828,000	\$46.00	\$38,088,000	\$4,155.40

- (1) The 828,000 shares being registered pursuant to this Registration Statement include 108,000 additional shares of common stock that the underwriters have the option to purchase, solely to cover over-allotments, if any, and are in addition to the 4,600,000 shares of common stock the Registrant previously registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-256855).
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933. The registrant previously paid a fee of \$21,449.50 for the Registration Statement on Form S-1 (File No. 333-256855), which was declared effective on June 9, 2021.
- (3) In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$38,088,000 are hereby registered, which includes the additional shares that the underwriters have the option to purchase, solely to cover over-allotments, if any, and represents no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-256855).

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (this “**462(b) Registration Statement**”) is being filed pursuant to Rule 462(b) (“**Rule 462(b)**”) under the Securities Act of 1933, as amended, for the purpose of registering an additional 828,000 shares of common stock, par value \$0.0001 per share (“**Common Stock**”), of PLBY Group, Inc. (the “**Company**”), a Delaware corporation. This 462(b) Registration Statement relates to a primary offering of shares of Common Stock contemplated by the Registration Statement on Form S-1 (File No. 333-256855), which was initially filed on June 7, 2021, and which was declared effective by the Securities and Exchange Commission on June 9, 2021 (together with its exhibits, the “**Initial Registration Statement**”). Pursuant to Rule 462(b), the contents of the Initial Registration Statement, including all exhibits thereto and the power of attorney related thereto, are hereby incorporated by reference into this 462(b) Registration Statement and shall be deemed part of this Rule 462(b) Registration Statement. The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

The Company is filing this 462(b) Registration Statement for the sole purpose of increasing the aggregate number of shares of Common Stock offered by 828,000 shares, which includes 108,000 additional shares that the underwriters have the option to purchase, solely to cover over-allotments, if any. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Initial Registration Statement.

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**Part II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits. All exhibits filed with or incorporated by reference in the Initial Registration Statement on Form S-1 (SEC File No. 333- 256855) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Jones Day</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Marcum LLP</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Prager Metis CPAs LLP</u></a>
<a href="#"><u>23.3</u></a>	<a href="#"><u>Consent of Crowe LLP, independent auditor of Yandy Holdings, LLC and Subsidiary</u></a>
<a href="#"><u>23.4</u></a>	<a href="#"><u>Consent of Jones Day (included as part of Exhibit 5.1).</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (included in the signature page to the Initial Registration Statement, initially filed by the Registrant on June 7, 2021 and incorporated herein by reference).</u></a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on June 9, 2021.

### PLBY GROUP, INC.

By: /s/ Ben Kohn  
Name: Ben Kohn  
Title: Chief Executive Officer

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

Signature	Title	Date
<u>/s/ Ben Kohn</u> Ben Kohn	Chief Executive Officer, President and Director (Principal executive officer)	June 9, 2021
<u>/s/ Lance Barton</u> Lance Barton	Chief Financial Officer, (Principal financial officer)	June 9, 2021
<u>*</u> Florus Beuting	Chief Accounting Officer, (Principal accounting officer)	June 9, 2021
<u>*</u> Suhail Rizvi	Chairman of the Board	June 9, 2021
<u>*</u> Suying Liu	Director	June 9, 2021
<u>*</u> Tracey Edmonds	Director	June 9, 2021
<u>*</u> James Yaffe	Director	June 9, 2021

\* By: /s/ Ben Kohn  
Ben Kohn  
Attorney-in-fact

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# JONES DAY

SILICON VALLEY OFFICE • 1755 EMBARCADERO ROAD • PALO ALTO, CALIFORNIA 94303

TELEPHONE: +1.650.739.3939 • FACSIMILE: +1.650.739.3900

June 9, 2021

PLBY Group, Inc.  
10960 Wilshire Blvd., Suite 2200  
Los Angeles, CA 90024

Re: Registration Statement on Form S-1 filed by PLBY Group, Inc.

Ladies and Gentlemen:

We are acting as counsel for PLBY Group, Inc., a Delaware corporation (the “**Company**”), in connection with the public offering and sale by the Company of up to 5,428,000 shares of the Company’s common stock, par value \$0.0001 per share (the “**Shares**”), pursuant to the Underwriting Agreement (the “**Underwriting Agreement**”) proposed to be entered into by and between the Company and Canaccord Genuity LLC and Stifel, Nicolaus & Company, Incorporated, acting as representatives of the several underwriters to be named in Schedule I thereto.

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based upon the foregoing and subject to the further assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and delivered pursuant to the Underwriting Agreement against payment of the consideration therefor, as provided in the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-1 (the “**Registration Statement**”) filed by the Company on the date hereof pursuant to Rule 462(b) under the Securities Act of 1933 (the “**Act**”) and to the reference to us under the caption “Legal Matters” in the prospectus constituting a part of the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

ALKHOBAR • AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS  
DETROIT • DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • LONDON • LOS ANGELES • MADRID • MELBOURNE • MEXICO CITY • MIAMI •  
MILAN • MINNEAPOLIS • MOSCOW • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH • RIYADH  
SAN DIEGO • SAN FRANCISCO • SÃO PAULO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM’S CONSENT

We consent to the incorporation by reference in this Registration Statement of PLBY Group, Inc. (formerly known as Mountain Crest Acquisition Corp) (the “Company”) on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated April 15, 2021, with respect to our audit of the financial statements of the Company as of December 31, 2020 and 2019, and for the year ended December 31, 2020 and for the period from November 12, 2019 (inception) through December 31, 2019, which report appears in the Form S-1, which is part of the Registration Statement of PLBY Group, Inc. We were dismissed as auditors on April 15, 2021 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Registration Statement for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
June 9, 2021

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of PLBY Group, Inc. (formerly known as Mountain Crest Acquisition Corp) on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 31, 2021 with respect to our audits of the financial statements of Playboy Enterprises, Inc. as of December 31, 2020 and 2019 and for each of the two years ended December 31, 2020, which report appears in the Form S-1, which is part of the Registration Statement of PLBY Group, Inc.

/s/ Prager Metis CPAs LLP

Prager Metis CPAs LLP  
El Segundo, California  
June 9, 2021

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## CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in this Registration Statement of PLBY Group, Inc. on Form S-1(the “462(b) Registration Statement”), of our report dated September 22, 2020 on the consolidated financial statements of Yandy Holdings, LLC and Subsidiary as of December 31, 2019 and 2018 and for each of the two years in the period ended December 31, 2019 included in the Registration Statement of PLBY Group, Inc. on Form S-1 File No. 333-256855 which was initially filed on June 7, 2021.

/s/ Crowe LLP  
Crowe LLP

Sherman Oaks, California  
June 9, 2021

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