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

**POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

Delaware
(State or other jurisdiction of
incorporation or organization)

5712
(Primary Standard Industrial
Classification Code Number)

87-1729256
(I.R.S. Employer
Identification Number)

**51 E. Hines Hill Road
Boston Heights, Ohio 44236
(440) 439-7700**

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

**John Reed
Chief Executive Officer
51 E. Hines Hill Road
Boston Heights, Ohio 44236
(440) 439-7700**

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

Copies to:

**Suzanne Hanselman
John J. Harrington
Baker & Hostetler LLP
127 Public Square, Suite 2000
Cleveland, Ohio 44114-1214
Tel: (216) 621-0200
Fax: (216) 696-0740**

**Ian D. Schuman
Stelios G. Saffos
Latham & Watkins LLP
1271 Avenue of the Americas
New York, New York 10020
Tel: (212) 906-1200
Fax: (212) 751-4864**

**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, please 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(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. 333-260015

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 definition 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.

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission (the “Commission”) in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

Explanatory Note

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-1, as amended (File No. 333-260015), declared effective by the Securities and Exchange Commission on November 3, 2021. The Registrant is filing this Post-Effective Amendment No. 1 pursuant to Rule 462(d) for the sole purpose of replacing Exhibits 5.1 and 23.3 to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below.

Part II

Information Not Required in Prospectus

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
5.1	Opinion of Baker & Hostetler LLP
23.3	Consent of Baker & Hostetler LLP (included in the opinion filed as Exhibit 5.1 hereto)
24.1*	Power of Attorney

* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston Heights, State of Ohio on November 5, 2021.

ARHAUS, INC

By: /s/ John Reed

Name: John Reed

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed by the following persons in the capacities set forth opposite their names and on the date indicated above.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ John Reed</u> John Reed	Chief Executive Officer and Director (Principal Executive Officer)	November 5, 2021
<u> /s/ Dawn Phillipson</u> Dawn Phillipson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 5, 2021
<u> *</u> Albert Adams	Director	November 5, 2021
<u> *</u> Brad J. Brutocao	Director	November 5, 2021

*By: /s/ Dawn Phillipson
Attorney-in-Fact

Baker & Hostetler LLP

Key Tower
127 Public Square, Suite 2000
Cleveland, OH 44114-1214

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November 5, 2021

Arhaus, Inc.
51 E. Hines Hill Rd.
Boston Heights, Ohio

Ladies and Gentlemen:

We have acted as counsel for Arhaus, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1, File No. 333-260015 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the offer and sale of up to 14,838,710 shares of the Company's Class A common stock, par value \$0.001 per share (including 1,935,484 shares subject to the underwriters' over-allotment option described in the Registration Statement, the "Shares"). The Shares are proposed to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") entered into among the Company and BofA Securities, Inc. and Jefferies LLC, as representatives of the several underwriters named therein.

We have examined such documents and such matters of fact and law as we deem necessary to render the opinions contained herein. In our examination, we have assumed, but have not independently verified, the genuineness of all signatures, the conformity to original documents of all documents submitted to us as certified, facsimile or other copies, and the authenticity of all such documents. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company.

Based on the foregoing, when the Company files its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, a form of which has been filed as an exhibit to the Registration Statement, subject to the qualifications stated herein, we are of the opinion that, when the Shares have been sold as contemplated in the Registration Statement, and upon payment and delivery in accordance with the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus included therein. In giving such consent, we do not hereby 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 Commission.

Very truly yours,

/s/ Baker & Hostetler LLP