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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**July 10, 2019
Date of Report (Date of earliest event reported)**

lululemon athletica inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33608
(Commission
File Number)

20-3842867
(IRS Employer
Identification No.)

**1818 Cornwall Avenue
Vancouver, British Columbia
Canada, V6J 1C7**
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (604) 732-6124

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, par value \$0.005 per share

Trading symbol(s)
LULU

Name of each exchange on which registered
Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On July 10, 2019, lululemon athletica inc. (the “Company”) filed with the U.S. Securities and Exchange Commission a prospectus supplement dated July 10, 2019 (the “Prospectus Supplement”) to its prospectus dated July 10, 2019, which was included in its automatic shelf registration statement on Form S-3 (No. 333-232592) (the “Registration Statement”). The Prospectus Supplement relates to the sale by the selling stockholders identified in the Prospectus Supplement (those stockholders, the “Selling Stockholders”), of up to 12,210,573 shares of the Company’s common stock, par value \$0.005 per share. These shares of common stock have been issued or are issuable to the Selling Stockholders upon the exchange of an equivalent number of the exchangeable shares of Lulu Canadian Holding, Inc. (an indirect wholly-owned subsidiary of the Company).

The shares of common stock offered by the Prospectus Supplement were previously registered for resale under a prospectus supplement dated July 15, 2016, and the accompanying base prospectus filed with a shelf registration statement on Form S-3 (No. 333-212540), which the Company filed on July 15, 2016. Because that registration statement expires three years after it was filed, the Company filed the Registration Statement to replace the expiring registration statement and to cover unsold securities covered by the expiring registration statement.

The Company is filing the opinion of its counsel, DLA Piper LLP (US), as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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5.1	Opinion of DLA Piper LLP (US) as to the legality of the securities being registered.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 10, 2019

lululemon athletica inc.

/s/ PATRICK J. GUIDO

Patrick J. Guido

Chief Financial Officer

(principal financial and accounting officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US) as to the legality of the securities being registered.



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July 10, 2019

lululemon athletica inc.
 1818 Cornwall Avenue
 Vancouver, British Columbia
 Canada V6J 1C7

**Re: lululemon athletica inc.
 Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to lululemon athletica inc., a Delaware corporation (the “Company”), in connection with the preparation of (1) the Registration Statement on Form S-3 (File No. 333-232592) (the “Registration Statement”) dated July 10, 2019, and (2) the Rule 424(b)(3) prospectus supplement, dated July 10, 2019 (the “Prospectus Supplement”) relating to the offer and sale by the selling stockholders identified in the Prospectus Supplement (those stockholders, the “Selling Stockholders”) of up to 12,210,573 shares of the Company’s common stock, par value \$0.005 per share (the “Company Shares”), some of which may be issued from time to time upon a Selling Stockholder’s exchange of the exchangeable shares (the “Exchangeable Shares”) of Lulu Canadian Holding, Inc. (“Lulu Canada”). This opinion is furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

In connection with this opinion we have examined and relied upon (1) the Registration Statement; (2) the Prospectus Supplement; (3) the Company’s Certificate of Incorporation and Bylaws, each as currently in effect; (4) certain resolutions adopted by the board of directors of the Company relating to the issuance of the Company Shares; (5) the Agreement and Plan of Reorganization, dated as of April 26, 2007, by and among the parties named therein (the “Reorganization Agreement”), the Exchange Trust Agreement, dated July 26, 2007, between the Company, Lulu Canada and Computershare Trust Company of Canada (the “Trust Agreement”), the Exchangeable Share Support Agreement, dated July 26, 2007, between the Company, Lululemon Callco ULC and Lulu Canada (the “Support Agreement”), the Amended and Restated Declaration of Trust for Forfeitable Exchangeable Shares, dated July 26, 2007, by and among the parties named therein (the “Declaration of Trust”), the Amended and Restated Arrangement Agreement dated as of June 18, 2007, by and among the parties named therein (the “Arrangement Agreement”), and the Plan of Arrangement and Exchangeable Share Provisions dated as of June 18, 2007, by and among the parties named therein (the “Plan of Arrangement,” and together with the Reorganization Agreement, the Trust Agreement, the Support Agreement, the Declaration of Trust, and the Arrangement Agreement, collectively, the “Exchangeable Shares Documents”), each as included as an exhibit to the Registration Statement; and (6) such other instruments, documents and records that we have deemed relevant and necessary or appropriate for the basis of our opinion hereinafter expressed. In such examination, we have assumed (A) the authenticity of original documents and the genuineness of all signatures, (B) the conformity to the originals of all documents submitted to us as copies, (C) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed, and (D) the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

We are opining herein as to the effect on the subject transactions only of the corporate laws of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Based on the foregoing, and in reliance thereon, we are of the opinion that (1) the Company Shares that have been issued as of the date hereof have been duly authorized and validly issued and are fully paid and nonassessable; and (2) the Company Shares that are issuable upon exchange of the Exchangeable Shares have been duly authorized and, when issued in accordance with the Exchangeable Shares Documents, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the U.S. Securities and Exchange Commission in connection with the Registration Statement and further consent to the use of our name under the heading “Legal Matters” in the Prospectus Supplement, and the prospectus forming part of the Registration Statement. In giving such consent, we do not believe we are “experts” within the meaning of that term as used in the Securities Act of 1933 or the rules promulgated thereunder with respect to any part of the Registration Statement, including the opinion as an exhibit or otherwise. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Respectfully submitted,

/s/ DLA Piper LLP (US)