

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

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

Freshworks Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-1218825

(I.R.S. Employer
Identification No.)

**2950 S. Delaware Street, Suite 201
San Mateo, CA 94403
(650) 513-0514**

(Address of principal executive offices) (Zip code)

**Freshworks Inc. 2021 Equity Incentive Plan
Freshworks Inc. 2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Tyler Sloat
Chief Financial Officer
Freshworks Inc.**

**2950 S. Delaware Street, Suite 201
San Mateo, CA 94403
(650) 513-0514**

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

Copies to:

David J. Segre
Jon C. Avina
Calise Y. Cheng
Sepideh Mousakhani
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

Pamela Sergeeff
Chief Legal Officer and General Counsel
Freshworks Inc.
2950 S. Delaware Street, Suite 201
San Mateo, CA 94403
(650) 513-0514

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
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.

EXPLANATORY NOTE

Freshworks Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (i) 13,664,634 shares of its Class A common stock under its 2021 Equity Incentive Plan (the “**2021 Plan**”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 Plan on January 1, 2022, and (ii) 2,732,926 shares of its Class A common stock under its 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 ESPP on January 1, 2022. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement. These additional shares of Class A common stock are securities of the same class as other securities for which the Registration Statement on Form S-8 (File No. 333-259727) (the “**Prior Form S-8**”) was filed with the Commission on September 22, 2021.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Commission on February 23, 2022.
- (b) The description of the Registrant's Class A common stock which is contained in a registration statement on Form 8-A filed on September 13, 2021 (File No. 001-40806) under the Exchange Act of 1934, as amended (the "**Exchange Act**"), including any amendment or report filed for the purpose of updating such description.
- (c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated by reference and a part hereof.

ITEM 8. EXHIBITS

| Exhibit Number | Description | Schedule/ Form | Incorporated by Reference | | |
|----------------|--|-------------------|---------------------------|---------|--------------------|
| | | | File Number | Exhibit | Filing Date |
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant. | 8-K | 001-40806 | 3.1 | September 24, 2021 |
| 4.2 | Amended and Restated Bylaws of the Registrant. | S-1/A | 333-259118 | 3.4 | September 13, 2021 |
| 4.3 | Form of Class A Common Stock Certificate. | S-1/A | 333-259118 | 4.1 | September 13, 2021 |
| 5.1* | Opinion of Cooley LLP. | | | | |
| 23.1* | Consent of Cooley LLP (included in Exhibit 5.1). | | | | |
| 23.2* | Consent of Deloitte & Touche LLP, independent registered public accounting firm. | | | | |
| 24.1* | Power of Attorney (included on the signature page of this Form S-8). | | | | |
| 99.1 | Freshworks Inc. 2021 Equity Incentive Plan and forms of agreements thereunder. | S-1/A | 333-259118 | 10.2 | September 13, 2021 |
| 99.2 | Freshworks Inc. 2021 Employee Stock Purchase Plan. | S-1/A | 333-259118 | 10.3 | September 13, 2021 |
| 107* | Filing Fee Table | | | | |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the City of San Mateo, State of California, on this 23rd day of February, 2022.

FRESHWORKS INC.

By: /s/ Rathna Girish Mathrubootham
Rathna Girish Mathrubootham
Chief Executive Officer and Chairman
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rathna Girish Mathrubootham and Tyler Sloat, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, 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 any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

| Signature | Title | Date |
|---|--|-------------------|
| <u>/s/ Rathna Girish Mathrubootham</u> Rathna Girish Mathrubootham | Chief Executive Officer and Chairman (Principal Executive Officer) | February 23, 2022 |
| <u>/s/ Tyler Sloat</u> Tyler Sloat | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | February 23, 2022 |
| <u>/s/ Roxanne S. Austin</u> Roxanne S. Austin | Director | February 23, 2022 |
| <u>/s/ Johanna Flower</u> Johanna Flower | Director | February 23, 2022 |
| <u>/s/ Sameer Gandhi</u> Sameer Gandhi | Director | February 23, 2022 |
| <u>/s/ Randy Gottfried</u> Randy Gottfried | Director | February 23, 2022 |
| <u>/s/ Zachary Nelson</u> Zachary Nelson | Director | February 23, 2022 |
| <u>/s/ Barry Padgett</u> Barry Padgett | Director | February 23, 2022 |
| <u>/s/ Jennifer Taylor</u> Jennifer Taylor | Director | February 23, 2022 |

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Freshworks Inc.
(Exact Name of Registrant as Specified in its Charter)

| Table 1 – Newly Registered Securities | | | | | | | | |
|---------------------------------------|----------------------------|--|----------------------|----------------------------------|--|----------------------------------|----------|----------------------------|
| | Security Type | Security Class Title | Fee Calculation Rule | Amount Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
| Fees to be Paid | Equity | Class A common stock, \$0.00001 par value per share, 2021 Equity Incentive Plan | Other ⁽²⁾ | 13,664,634 ⁽⁴⁾ | \$18.88 | \$ 257,988,289.92 | .0000927 | \$23,915.52 |
| Fees to be Paid | Equity | Class A common stock, \$0.00001 par value per share, 2021 Employee Stock Purchase Plan | Other ⁽³⁾ | 2,732,926 ⁽⁵⁾ | \$16.05 | \$ 43,863,462.30 | .0000927 | \$4,066.15 |
| | Total Offering Amounts | | | | – | \$ 301,851,752.22 | – | \$27,981.67 |
| | Total Fees Previously Paid | | | | – | – | – | – |
| | Total Fee Offsets | | | | – | – | – | – |
| | Net Fee Due | | | | – | – | – | \$27,981.67 |

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Class A common stock of Freshworks Inc. (the “Registrant”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$18.88, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on February 22, 2022.
- (3) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$18.88, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on February 22, 2022, multiplied by 85%, which is the percentage of the price per share applicable to shares issued under the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”).
- (4) Represents 13,664,634 additional shares of Class A common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) on January 1, 2022 pursuant to an annual “evergreen” increase provision contained in the 2021 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2021 Plan will automatically increase on the first day of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) 5% of the total number of shares of the Registrant’s common stock of all classes outstanding on December 31st of the immediately preceding calendar year and (b) a number of shares determined by the Registrant’s board of directors.
- (5) Represents 2,732,926 additional shares of Class A common stock that were automatically added to the shares authorized for issuance under the 2021 ESPP on January 1, 2022 pursuant to an annual “evergreen” increase provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2021 ESPP will automatically increase on the first day of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) 1% of the total number of shares of the Registrant’s common stock of all classes outstanding on December 31st of the immediately preceding calendar year, (b) 13,000,000 or (c) a number of shares determined by the Registrant’s board of directors.

Jon C. Avina
T: +1 650 843 5307
javina@cooley.com

February 23, 2022

Freshworks Inc.
2950 S. Delaware Street, Suite 201
San Mateo, California 94403

Ladies and Gentlemen:

We have acted as counsel to Freshworks Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 16,397,560 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.00001 per share ("**Class A Common Stock**"), consisting of (a) 13,664,634 shares of Class A Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**") and (b) 2,732,926 shares of Class A Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (the "**2021 ESPP**" together with the 2021 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.



Freshworks Inc.
February 23, 2022
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Sincerely,

Cooley LLP

By: /s/ Jon C. Avina
Jon C. Avina

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2022 relating to the financial statements of Freshworks Inc., appearing in the Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 23, 2022