

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

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

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**Freshworks Inc.**

(Exact name of Registrant as specified in its charter)

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**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. Amended and Restated 2011 Stock Plan  
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)

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*Copies to:*

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**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**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" 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)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, par value \$0.00001 per share				
– 2021 Equity Incentive Plan	86,178,920 (2)(3)	\$36.00 (7)	\$3,102,441,120	\$338,477
– 2021 Employee Stock Purchase Plan	6,500,000 (4)(5)	\$30.60 (8)	\$198,900,000	\$21,700
Class B Common Stock, par value \$0.00001 per share				
– Amended and Restated 2011 Stock Plan (Stock Option Awards)	1,695,760 (6)	\$0.2509 (9)	\$425,467	\$47
<b>Total</b>	<b>94,374,680</b>		<b>\$3,301,766,587</b>	<b>\$360,224</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Class A common stock and Class B common stock 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 or and Class B common stock, as applicable.
- (2) Represents shares reserved for future issuance pursuant to stock options, restricted stock unit awards (“*RSUs*”) and other awards under the Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”), including 49,483,160 shares of Class A common stock reserved for issuance pursuant to outstanding RSUs and 1,695,760 shares of Class A common stock reserved for issuance pursuant to outstanding options, in each case granted under the 2011 Plan (the “*Prior Plan Awards*”). To the extent that any stock options or restricted stock units outstanding under our 2011 Stock Plan, including the Prior Plan Awards, expire, terminate prior to exercise or settlement, are not issued because the award is settled in cash, are forfeited because of the failure to vest, or are reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the purchase or exercise price, if any, the shares of Class B common stock reserved for issuance pursuant to such awards will become available for issuance as shares of Class A common stock under the 2021 Plan.
- (3) The number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1st each year, starting on January 1, 2022 through January 1, 2031, in an amount equal to (i) 5% of the total number of shares of Class A and Class B common stock outstanding on December 31st of the fiscal year before the date of each automatic increase, or (ii) a lesser number of shares determined by the Registrant’s board of directors prior to the applicable January 1st.
- (4) Represents 6,500,000 shares of Class A common stock reserved for future issuance under the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”).
- (5) The number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1st each year, starting on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s Class A and Class B common stock outstanding on December 31st of the preceding calendar year, (b) 13,000,000 shares of the Registrant’s Class A common stock, or (c) a lesser number determined by the Registrant’s board of directors prior to the applicable January 1st.
- (6) Represents shares of Class B common stock reserved for issuance pursuant to stock options outstanding under the 2011 Plan as of the date of this Registration Statement. To the extent that any such stock options expire, are terminated prior to exercise, or are reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the exercise price, if any, the shares of Class B common stock reserved for issuance pursuant to such stock options will become available for issuance as shares of Class A common stock under the 2021 Plan.
- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$36.00 per share of Class A common stock pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-259118) declared effective on September 21, 2021.
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$30.60 which is the initial public offering price per share of Class A common stock pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-259118) declared effective on September 21, 2021 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$0.2509 per share, which is the weighted-average exercise price for stock options outstanding under the 2011 Plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Freshworks Inc. (the “**Registrant**”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) Amendment No. 3 to the Registrant’s Registration Statement on [Form S-1](#) filed with the Securities and Exchange Commission on September 20, 2021 (File No. 333-259118), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed.

(b) The Registrant’s Prospectus to be filed on or about September 22, 2021 pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-259118).

(c) The description of the Registrant’s 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.

(d) 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.

### ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

### ITEM 5. INTERESTS OF NAMES EXPERTS AND COUNSEL

Not applicable.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that will be in effect upon the closing of the initial public offering permits indemnification of its directors, officers, employees, and other agents to the maximum extent permitted by the Delaware General Corporation Law, and its amended and restated bylaws that will be in effect immediately prior to the closing of the initial public offering provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its employees and other agents, in each case to the maximum extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee, or agent of

the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant.

At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

#### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

#### ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.</a>	S-1/A	333-259118	3.1	September 13, 2021
4.2	<a href="#">Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect upon the closing of the Registrant's initial public offering.</a>	S-1/A	333-259118	3.3	September 13, 2021
4.3	<a href="#">Amended and Restated Bylaws of the Registrant, as currently in effect.</a>	S-1	333-259118	3.2	August 27, 2021
4.4	<a href="#">Form of Amended and Restated Bylaws of the Registrant, to be effective immediately prior to the completion of the Registrant's initial public offering.</a>	S-1/A	333-259118	3.4	September 13, 2021
4.5	<a href="#">Form of Class A Common Stock Certificate.</a>	S-1/A	333-259118	4.1	September 13, 2021
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
23.2*	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm.</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>				
99.1	<a href="#">Freshworks Inc. 2011 Stock Plan, as amended, and forms of agreements thereunder.</a>	S-1	333-259118	10.1	August 27, 2021
99.2	<a href="#">Freshworks Inc. 2021 Equity Incentive Plan and forms of agreements thereunder.</a>	S-1/A	333-259118	10.2	September 13, 2021
99.3	<a href="#">Freshworks Inc. 2021 Employee Stock Purchase Plan.</a>	S-1/A	333-259118	10.3	September 13, 2021

\* Filed herewith.

#### ITEM 9. UNDERTAKINGS

1. The undersigned registrant hereby undertakes:

**(a)** 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;

**(ii)** To reflect in the prospectus any facts or events arising after the effective date of the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

**(iii)** To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

**(b)** That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**(c)** To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

**(d)** That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

**(i)** Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

**(ii)** Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

**(iii)** The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

**(iv)** Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission 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.

## 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 22nd day of September, 2021.

### FRESHWORKS INC.

By: /s/ Rathna Girish Mathrubootham

Rathna Girish Mathrubootham  
Chief 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, her 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rathna Girish Mathrubootham</u> Rathna Girish Mathrubootham	Chief Executive Officer and Chairman (Principal Executive Officer)	September 22, 2021
<u>/s/ Tyler Sloat</u> Tyler Sloat	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 22, 2021
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director	September 22, 2021
<u>/s/ Johanna Flower</u> Johanna Flower	Director	September 22, 2021
<u>/s/ Sameer Gandhi</u> Sameer Gandhi	Director	September 22, 2021
<u>/s/ Randy Gottfried</u> Randy Gottfried	Director	September 22, 2021
<u>/s/ Zachary Nelson</u> Zachary Nelson	Director	September 22, 2021
<u>/s/ Barry Padgett</u> Barry Padgett	Director	September 22, 2021
<u>/s/ Jennifer Taylor</u> Jennifer Taylor	Director	September 22, 2021





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

September 22, 2021

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 (i) 92,678,920 shares of the Company's Class A common stock, par value \$0.00001 per share ("**Class A Common Stock**") (such shares, the "**Class A Shares**"), consisting of (a) 86,178,920 shares of Class A Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**"), and (b) 6,500,000 shares of Class A Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (the "**2021 ESPP**") and (ii) 1,695,760 shares of Class B common stock, par value \$0.00001 per share (together with the Class A Shares, the "**Shares**"), issuable pursuant to the Company's Amended and Restated 2011 Stock Plan (together with the 2021 Plan and the 2021 ESPP, 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 Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each of which is to be in effect upon the closing of the Company's initial public offering, in the forms filed as Exhibits 3.3 and 3.4, respectively, to the Company's registration statement (No. 333-259118) on Form S-1, (d) the Plans, and (e) 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 by all persons other than by the Company of all documents 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.  
September 22, 2021  
Page 2

Sincerely,

Cooley LLP

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

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: +1 650 843 5000 f: +1 650 843 7400 cooley.com

**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 May 14, 2021 (September 10, 2021 as to the effects of the stock split described in Note 2), relating to the financial statements of Freshworks Inc. appearing in Registration Statement No. 333-259118 on Form S-1.

/s/ DELOITTE & TOUCHE LLP  
San Jose, California  
September 22, 2021