

**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
(Full title of the plan)

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

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

(Name and address of agent for service) (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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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.

EXPLANATORY NOTE

On June 6, 2024, in accordance with the Agreement and Plan of Merger, dated as of April 30, 2024, by and among Freshworks Inc. (the “**Registrant**”), Doppler Merger Sub, Inc. (“**Merger Sub**”), a wholly-owned subsidiary of the Registrant, and D42 Parent, Inc. (“**Device42**”), Merger Sub merged with and into Device42 (the “**Merger**”) and Device42 survived the Merger and continued as a wholly-owned subsidiary of the Registrant.

In connection with the completion of the Merger, the Registrant assumed the number of shares reserved and available for issuance, but not subject to outstanding awards, under Device42’s 2019 Equity Incentive Plan, as amended (such shares, the “**Available Share Reserve**”), adjusted to relate to shares of the Registrant’s Class A common stock, par value \$0.00001 per share (“**Class A Common Stock**”), for use under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”). Additionally, in connection with the completion of the Merger, the Registrant assumed, under the 2021 Plan, a number of shares subject to an option award held by Device42’s founder (the “**Assumed Award**”), adjusted to relate to shares of Class A Common Stock. The number of assumed shares from the Available Share Reserve and the Assumed Award, as adjusted, is equal to, in the aggregate, 2,551,203 shares of Class A Common Stock (collectively, the “**Assumed Shares**”). The Assumed Shares may be used for awards to be granted under the 2021 Plan in accordance with, and subject to the limitations of, the exception from shareholder approval for plans or arrangements relating to an acquisition or merger provided by Rule 5635(c)(3) and IM-5635-1 of the Nasdaq Stock Market LLC Rules.

The Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register the Assumed Shares. 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 Statements on Form S-8 (the “**Prior Forms S-8**”) were filed with the Commission on [September 22, 2021](#) (File No. 333-259727), [February 23, 2022](#) (File No. 333-262932), [February 23, 2023](#) (File No. 333-269942) and [February 16, 2024](#) (File No. 333-277155).

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, 2023, filed with the Commission on [February 16, 2024](#).
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024 filed with the Commission on [May 1, 2024](#).
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on [February 16, 2024](#), [May 1, 2024](#) (to the extent filed rather than furnished), [May 1, 2024](#) and [June 7, 2024](#).
- (d) 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 Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.4](#) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Commission on February 23, 2022.

(e) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a) 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 Forms S-8 are incorporated by reference and a part hereof.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule/ Form	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
107*	Filing Fee Table				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 10th day of June, 2024.

FRESHWORKS INC.

By: /s/ Dennis Woodside
Dennis Woodside
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dennis Woodside 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 of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> <i>/s/ Dennis Woodside</i> Dennis Woodside	President and Chief Executive Officer and Director (Principal Executive Officer)	June 10, 2024
<hr/> <i>/s/ Tyler Sloat</i> Tyler Sloat	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 10, 2024
<hr/> <i>/s/ Rathna Girish Mathrubootham</i> Rathna Girish Mathrubootham	Chairman	June 10, 2024
<hr/> <i>/s/ Roxanne S. Austin</i> Roxanne S. Austin	Director	June 10, 2024
<hr/> <i>/s/ Johanna Flower</i> Johanna Flower	Director	June 10, 2024
<hr/> <i>/s/ Sameer Gandhi</i> Sameer Gandhi	Director	June 10, 2024
<hr/> <i>/s/ Randy Gottfried</i> Randy Gottfried	Director	June 10, 2024
<hr/> <i>/s/ Zachary Nelson</i> Zachary Nelson	Director	June 10, 2024
<hr/> <i>/s/ Barry Padgett</i> Barry Padgett	Director	June 10, 2024
<hr/> <i>/s/ Frank Pelzer</i> Frank Pelzer	Director	June 10, 2024
<hr/> <i>/s/ Jennifer Taylor</i> Jennifer Taylor	Director	June 10, 2024

Calculation of Filing Fee Table

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
Equity	Class A common stock, \$0.00001 par value per share, reserved for issuance pursuant to Freshworks Inc. 2021 Equity Incentive Plan	Other ⁽²⁾	2,039,433 ⁽³⁾	\$12.76	\$26,023,165.08	.0001476	\$3,841.02
Equity	Class A common stock, \$0.00001 par value per share, reserved for issuance pursuant to an option award outstanding under Freshworks Inc. 2021 Equity Incentive Plan	Other ⁽⁴⁾	511,770 ⁽⁵⁾	\$3.26	\$1,668,370.20	.0001476	\$246.25
Total Offering Amounts			2,551,203	–	\$27,691,535.28	–	\$4,087.27
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	\$4,087.27

- (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, \$0.00001 par value per share (“Class A common stock”), of Freshworks Inc. (the “Registrant”) that become issuable under the plan 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 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 \$12.76, the average of the high and low prices of the Class A common stock as reported on the Nasdaq Global Select Market on June 4, 2024.
- (3) Represents the aggregate number of shares of reserved and available for issuance, but not subject to outstanding awards under D42 Parent, Inc.'s 2019 Equity Incentive Plan, as amended, as adjusted to relate to shares of Class A common stock, assumed by the Registrant for use under the Registrant's 2021 Equity Incentive Plan pursuant to the Agreement and Plan of Merger, dated as of April 30, 2024, by and among the Registrant, Doppler Merger Sub, Inc., a wholly-owned subsidiary of the Registrant, and D42 Parent, Inc. (the “Merger Agreement”).
- (4) Estimated in accordance with Rule 457(h) solely for purposes of calculating the registration fee on the basis of \$3.26, which is the exercise price (rounded to the nearest cent) of the shares of Class A common stock issuable upon the exercise of the option award held by D42 Parent, Inc.'s founder, as adjusted to relate to shares of Class A common stock pursuant to the Merger Agreement.
- (5) Represents the aggregate number of shares subject to an option award assumed under the Registrant's 2021 Equity Incentive Plan, adjusted to relate to shares of Class A common stock pursuant to the Merger Agreement.

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

June 10, 2024

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

Ladies and Gentlemen:

We have represented Freshworks Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”), covering the offering of up to 2,551,203 shares of the Company’s Class A common stock, par value \$0.00001 per share (the “**Shares**”), issuable by the Company as provided in the Agreement and Plan of Merger and Reorganization, dated as of April 30, 2024 (the “**Merger Agreement**”), by and among the Company, D42 Parent, Inc., a Delaware corporation, Doppler Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of the Company and Shareholder Representative Services LLC. The Shares may be issued pursuant to (i) awards initially granted under the D42 Parent, Inc. 2019 Equity Incentive Plan (the “**Target Plan**”) and converted into options granted by the Company under that certain Founder Exchange Agreement (the “**Exchange Agreement**”) entered into by the Company in connection with the Merger Agreement and (ii) awards granted under the Company’s 2021 Equity Incentive Plan (the “**Company Plan**”) from share reserves originally available under the Target Plan that became available to the Company in accordance with the Merger Agreement and Nasdaq Listing Rule 5635(c) (the “**Nasdaq Rule**”).

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and related prospectuses, (ii) the Company’s certificate of incorporation and bylaws, each as currently in effect, (iii) the Merger Agreement, (iv) the Target Plan, (v) the Company Plan, (vi) the Exchange Agreement, and (vii) such other records, documents, opinions, 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 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 Merger Agreement, the Target Plan, the Company Plan, the Exchange Agreement, the Nasdaq Rule, each to the extent applicable, and the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



June 10, 2024

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This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

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 reports dated February 16, 2024 relating to the financial statements of Freshworks Inc., and the effectiveness of Freshworks Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Freshworks Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

June 10, 2024