

**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**

Date of Report (Date of earliest event reported): October 1, 2020

FASTLY, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38897
(Commission File Number)

27-5411834
(I.R.S. Employer
Identification Number)

475 Brannan Street, Suite 300
San Francisco, CA 94107
(Address of principal executive offices) (Zip code)

(844) 432-7859
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instructions A.2. below):

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.00002 par value	"FSLY"	New York Stock Exchange

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 3.02. Unregistered Sales of Equity Securities.

See the disclosure under Item 8.01 of this Current Report on Form 8-K.

Item 8.01. Other Events.

On October 1, 2020, Fastly, Inc. (“Fastly”) completed its previously announced acquisition of Signal Sciences Corp., a Delaware corporation (the “Company”), pursuant to the terms of an Agreement and Plan of Reorganization, dated as of August 26, 2020 (the “Merger Agreement”), with One Fish, Inc., a Delaware corporation and a wholly owned subsidiary of Fastly (“One Fish”), Two Fish, LLC, a Delaware limited liability company and a wholly owned subsidiary of Fastly (“Two Fish”), and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as Stockholder Representative.

The acquisition was accomplished by the merger of One Fish with and into the Company (the “First Merger”), and upon consummation of the First Merger, One Fish ceased to exist and the Company became a wholly owned subsidiary of Fastly. The surviving corporation of the First Merger then merged with and into Two Fish (the “Second Merger”), which will continue to exist as a wholly owned subsidiary of Fastly.

At the closing of the First Merger, all outstanding shares of Company capital stock, options to purchase shares of Company capital stock, and warrants to purchase shares of Company capital stock were cancelled in exchange for an aggregate of 6,367,709 shares of Class A Common Stock of Fastly, par value \$0.00002 per share (the “Shares”), and approximately \$200,000,000 in cash to existing Company securityholders; *provided*, that (a) unvested options to purchase shares of Company capital stock held by employees of the Company that became, upon closing, employees of Fastly or any of its subsidiaries have been assumed by Fastly and became options to purchase 251,754 shares of Fastly’s Class A common stock and (b) all other unvested options to purchase shares of Company capital stock have been cancelled for no consideration. A portion of the aggregate consideration is being held in escrow to secure the indemnification obligations of the Company securityholders. In addition, Fastly will establish a retention pool in an aggregate amount of \$50,000,000 in the form of restricted stock units covering shares of Fastly Class A Common Stock that will be granted to certain Company employees in accordance with the terms of the Merger Agreement.

Fastly issued the Shares described herein in reliance upon the exemptions from registration afforded by Section 4(a)(2) and Rule 506 promulgated under the Securities Act of 1933, as amended.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the Merger Agreement, which will be filed with the Securities and Exchange Commission upon the earlier of the filing of Fastly’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, and Fastly’s Registration Statement on Form S-3 covering the resale of the Shares, which Fastly has agreed to file under the terms of the Merger Agreement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Press Release dated October 1, 2020
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 1.01)

SIGNATURE

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.

FASTLY, INC.

Dated: October 2, 2020

By:

/s/ Adriel Lares

Adriel Lares

Chief Financial Officer

Fastly Completes Acquisition of Signal Sciences

SAN FRANCISCO, October 01, 2020 – Fastly, Inc. (NYSE: FSLY), provider of an edge cloud platform, today announced it has successfully completed the acquisition of Signal Sciences (“Signal Sciences”). The transaction combines Signal Sciences’ powerful web application and API security solutions with Fastly’s edge cloud platform and existing security offerings to form a unified suite of modern security tools. This robust new security portfolio, designed for the way developers work, unlocks innovation at the edge and removes silos between developers, operations, and security teams to shorten development cycles and protect websites and web applications alike.

“We are excited to close this transaction and welcome the talented team at Signal Sciences to Fastly,” said Joshua Bixby, Chief Executive Officer of Fastly. “Our companies are similarly focused on giving developers more control and visibility by designing offerings that embrace modern DevOps practices. Together with Signal Sciences, we will deliver a web application and API security portfolio that will power and protect companies as they navigate and accelerate their digital transformation journeys. We’re thrilled to continue to deliver solutions that DevOps teams love in their pursuit of building the next wave of great digital experiences.”

Morgan Stanley & Co. LLC and Union Square Advisors acted as financial advisors to Fastly, and Cooley LLP acted as its legal advisor with regard to the transaction. Qatalyst Partners acted as financial advisor to Signal Sciences, while Goodwin Procter LLP acted as its legal adviser.

About Fastly

Fastly helps people stay better connected with the things they love. Fastly’s edge cloud platform enables customers to create great digital experiences quickly, securely, and reliably by processing, serving, and securing our customers’ applications as close to their end-users as possible — at the edge of the internet. Fastly’s platform is designed to take advantage of the modern internet, to be programmable, and to support agile software development with unmatched visibility and minimal latency, empowering developers to innovate with both performance and security. Fastly’s customers include many of the world’s most prominent companies, including Vimeo, Pinterest, The New York Times, and GitHub.

About Signal Sciences

Signal Sciences is the fastest growing web application security company in the world. With its award-winning next-gen WAF and RASP solution, Signal Sciences protects more than 40,000 applications and over a trillion production requests per month. Signal Sciences’ patented architecture provides organizations working in a modern development environment with comprehensive and scalable threat protection and security visibility. The company works with some of the world’s most recognizable companies, as indicated on the company’s website, including Duo Security, DataDog, Under Armour, Twilio SendGrid, and Doordash. Signal Sciences is also named a Forbes Next Billion-Dollar Startup and received the 451 Firestarter award, InfoWorld’s Technology of the Year, and Computing’s DevOps

Excellence Award for Best DevOps Security Tool. For more information, visit Signal Sciences website or follow @Signal Sciences.

Forward Looking Statements

This press release contains “forward-looking” statements that are based on our beliefs and assumptions and on information currently available to us on the date of this press release. Forward-looking statements may involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from those expressed or implied by the forward-looking statements. These statements include, but are not limited to, the anticipated timing of the closing of this transaction, if at all, the satisfaction of customary closing conditions and regulatory approval, the anticipated benefits of the transaction and our ability to successfully integrate Signal Sciences into our business, the ability of Signal Sciences’ web application and API protection solution to bolster our existing security offerings to integrate with our Compute@Edge platform and bring customers a unified web application and API protection solution, and our ability to provide an agile, single security solution designed specifically for the edge, with increased visibility and protection for customers with Signal Sciences’ technology. Except as required by law, we assume no obligation to update these forward-looking statements publicly or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future. Please refer to the Form 8-K filed by Fastly on August 27, 2020 for additional information regarding the transaction. Important factors that could cause our actual results to differ materially are detailed from time to time in the reports Fastly files with the Securities and Exchange Commission (SEC), including in Fastly’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and our Quarterly Reports on Form 10-Q. Copies of reports filed with the SEC are posted on Fastly’s website and are available from Fastly without charge.

Source: Fastly, Inc.

Contacts **Fastly**

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