

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

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

Fastly, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

27-5411834
(I.R.S. Employer
Identification No.)

**475 Brannan Street, Suite 300
San Francisco, CA 94107
(844) 432-7859**
(Address of principal executive offices) (Zip code)

**Fastly, Inc. 2019 Equity Incentive Plan
Fastly, Inc. 2019 Employee Stock Purchase Plan**
(Full titles of the plans)

**Karen Greenstein
General Counsel
Fastly, Inc.**
**475 Brannan Street, Suite 300, San Francisco, CA 94107
(844) 432-7859**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Seth Gottlieb
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

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

Accelerated filer

Non-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

2019 Equity Incentive Plan

The 2019 Equity Incentive Plan (the “2019 Plan”) of Fastly, Inc. (the “Registrant”) provides that the total number of shares reserved for issuance under the 2019 Plan will automatically increase on January 1st of each calendar year, from January 1, 2020 to January 1, 2029, in an amount equal to 5% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the preceding year, or a lesser number of shares determined by the Registrant’s Board of Directors. Accordingly, on January 1, 2025, the number of shares of the Registrant’s Class A common stock (“Class A Common Stock”) that may be issued under the 2019 Plan increased by 7,104,306 shares (or 5% of the outstanding shares of the Registrant’s Capital Stock (as defined in the 2019 Plan) as of December 31, 2024).

2019 Employee Stock Purchase Plan

The 2019 Employee Stock Purchase Plan (the “2019 ESPP”) of the Registrant provides that the total number of shares reserved for issuance under the 2019 ESPP will automatically increase on January 1st of each calendar year, from January 1, 2020 to January 1, 2029, by the lesser of (i) one percent (1%) of the total number of shares of Capital Stock (as defined in the 2019 ESPP) outstanding on the last day of the immediately preceding calendar year, and (ii) 2,500,000 shares of Class A Common Stock; provided that prior to the date of any such increase, the Registrant’s Board of Directors may determine that such increase will be less than the amount set forth in clauses (i) and (ii). Accordingly, on January 1, 2025, the number of shares of Class A Common Stock reserved under the 2019 ESPP increased by 1,420,861 shares (or 1% of the outstanding shares of the Registrant’s capital stock as of December 31, 2024).

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 were filed with the Securities and Exchange Commission (the “Commission”) on May 17, 2019 ([File No. 333-231558](#)), on April 13, 2020 ([File No. 333-237655](#)), on October 15, 2020 ([File No. 333-249504](#)), on March 1, 2021 ([File No. 333-253745](#)), on March 2, 2022 ([File No. 333-263191](#)), on February 27, 2023 ([File No. 333-270026](#)), and on February 22, 2024 ([File No. 333-277238](#)) (together, the “Prior Forms S-8”).

This Registration Statement relates to securities of the same class as that to which the Prior Forms S-8 relate and is submitted in accordance with General Instruction E to Form S-8. Pursuant to General Instruction E to Form S-8, the contents of the Prior Forms S-8, to the extent relating to the registration of Class A Common Stock issuable under the 2019 Plan and the 2019 ESPP, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Form	SEC File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation.	8-K	001-38897	3.1	05/21/2019
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation.	8-K	001-38897	3.1	6/10/2020
4.3	Amended and Restated Bylaws.	10-Q	001-38897	3.3	08/15/2024
4.4	Certificate of Retirement.	8-K	001-38897	3.1	07/13/2021
4.5	Form of Class A Common Stock Certificate.	S-1/A	333-230953	4.1	05/06/2019
4.6	Indenture, dated as of March 5, 2021 by and between Fastly, Inc. and U.S. Bank National Association, as Trustee.	8-K	001-38897	4.1	03/05/2021
4.7	Form of Note, representing Fastly, Inc.'s 0% Convertible Senior Notes due 2026 (included as Exhibit A to the Indenture filed as Exhibit 4.6).	8-K	001-38897	4.2	03/05/2021
4.8	Indenture, dated as of December 5, 2024, between Fastly, Inc. and U.S. Bank Trust Company, National Association, as trustee.	8-K	001-38897	4.1	12/05/2024
4.9	Form of Certificate representing the 7.75% Convertible Senior Notes due 2028 (included as Exhibit A to the Indenture filed as Exhibit 4.1).	8-K	001-38897	4.2	12/05/2024
5.1*	Opinion of Latham & Watkins LLP.	—	—	—	—
23.1*	Consent of Latham & Watkins 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	2019 Equity Incentive Plan.	S-1/A	333-230953	10.4	05/06/2019
99.2	Forms of Option Agreement, Notice of Stock Option Grant and Exercise Notice under the 2019 Equity Incentive Plan.	S-1/A	333-230953	10.5	05/06/2019
99.3	Form of Restricted Stock Unit Award Agreement under 2019 Equity Incentive Plan.	10-Q	001-38897	10.3	08/09/2019
99.4	2019 Employee Stock Purchase Plan.	S-1/A	333-230953	10.7	05/06/2019
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 Francisco, State of California, on this 25th day of February, 2025.

FASTLY, INC.

By: /s/ Todd Nightingale

Todd Nightingale

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Todd Nightingale, Ronald W. Kisling and Karen Greenstein, 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 sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, 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 of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Todd Nightingale</u> Todd Nightingale	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 25, 2025
<u>/s/ Ronald W. Kisling</u> Ronald W. Kisling	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	February 25, 2025
<u>/s/ Aida Álvarez</u> Aida Álvarez	Director	February 25, 2025
<u>/s/ Artur Bergman</u> Artur Bergman	Director	February 25, 2025
<u>/s/ Richard Daniels</u> Richard Daniels	Director	February 25, 2025
<u>/s/ David Hornik</u> David Hornik	Director	February 25, 2025
<u>/s/ Paula Loop</u> Paula Loop	Director	February 25, 2025
<u>/s/ Charles Meyers</u> Charles Meyers	Director	February 25, 2025
<u>/s/ Christopher B. Paisley</u> Christopher B. Paisley	Director	February 25, 2025

/s/ Vanessa Smith

Vanessa Smith

Director

February 25, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)

Fastly, 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 ⁽⁶⁾
Equity	2019 Equity Incentive Plan Class A Common Stock, par value \$0.00002 per share	Rule 457(c) and Rule 457(h) ⁽⁴⁾	7,104,306 ⁽²⁾	7.04 ⁽⁴⁾	\$50,014,314.24	\$.0001531	\$7,657.20
Equity	2019 Employee Stock Purchase Plan Class A Common Stock, par value \$0.00002 per share	Rule 457(c) and Rule 457(h) ⁽⁵⁾	1,420,861 ⁽³⁾	5.99 ⁽⁵⁾	\$8,510,957.39	\$.0001531	\$1,303.03
Total Offering Amounts					\$58,525,271.63		\$8,960.23
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$8,960.23

- (1) Pursuant to Rule 416(a) 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 (“Class A Common Stock”) of Fastly, Inc. (the “Registrant”) that become issuable under the Registrant’s 2019 Equity Incentive Plan (the “2019 Plan”) and the Registrant’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents 7,104,306 additional shares of Class A Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2025 under the 2019 Plan.
- (3) Represents 1,420,861 additional shares of Class A Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2025 under the 2019 ESPP.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Class A Common Stock as reported on The New York Stock Exchange on February 24, 2025.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed

maximum aggregate offering price are calculated using the average of the high and low prices of the Class A Common Stock as reported on The New York Stock Exchange on February 24, 2025, multiplied by 85%. Pursuant to the 2019 ESPP, the purchase price of the shares of Class A Common Stock reserved for issuance thereunder shall equal 85% of the lesser of the Fair Market Value of a share of Class A Common Stock on (a) the applicable Offering Date and (b) the applicable Purchase Date (each term as defined in the 2019 ESPP).

- (6) The Registrant does not have any fee offsets.

140 Scott Drive
 Menlo Park, California 94025
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

FIRM / AFFILIATE OFFICES

Austin Milan
 Beijing Munich
 Boston New York
 Brussels Orange County
 Century City Paris
 Chicago Riyadh
 Dubai San Diego
 Düsseldorf San Francisco
 Frankfurt Seoul
 Hamburg Silicon Valley
 Hong Kong Singapore
 Houston Tel Aviv
 London Tokyo
 Los Angeles Washington, D.C.
 Madrid

LATHAM & WATKINS LLP

February 25, 2025

Fastly, Inc.
 475 Brannan Street, Suite 300
 San Francisco, CA 94107

Re: Registration Statement on Form S-8; 8,525,167 shares of Class A common stock, par value \$0.00002 per share, of Fastly, Inc.

To the addressee set forth above:

We have acted as special counsel to Fastly, Inc., a Delaware corporation (the “Company”), in connection with the registration by the Company of an aggregate of 8,525,167 shares (the “Shares”) of Class A common stock of the Company, par value \$0.00002 per share (the “Class A Common Stock”), consisting of 7,104,306 shares of Class A Common Stock issuable under the Company’s 2019 Equity Incentive Plan (the “EIP”) and 1,420,861 shares of Class A Common Stock issuable under the Company’s 2019 Employee Stock Purchase Plan (the EIP and the 2019 Employee Stock Purchase Plan, each a “Plan”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”), filed with the Securities and Exchange Commission (the “Commission”) on February 25, 2025 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “DGCL”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by

the Company for legal consideration of not less than par value in the circumstances contemplated by the applicable Plan, assuming in each case that the individual issuances, grants or awards under the applicable Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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 25, 2025, relating to the financial statements of Fastly, Inc. and the effectiveness of Fastly, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Fastly, Inc. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

San Francisco, California
February 25, 2025