

**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:

**Logan Tiari
Kate Nichols
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

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, 2024, 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 6,649,606 shares (or 5% of the outstanding shares of the Registrant’s Capital Stock (as defined in the 2019 Plan) as of December 31, 2023).

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, 2024, the number of shares of Class A Common Stock reserved under the 2019 ESPP increased by 1,329,921 shares (or 1% of the outstanding shares of the Registrant’s capital stock as of December 31, 2023).

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](#)), and on February 27, 2023 ([File No. 333-270026](#)) (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	08/07/2020
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
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	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 21st day of February, 2024.

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 21, 2024
<u>/s/ Ronald W. Kisling</u> Ronald W. Kisling	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	February 21, 2024
<u>/s/ Aida Álvarez</u> Aida Álvarez	Director	February 21, 2024
<u>/s/ Artur Bergman</u> Artur Bergman	Director	February 21, 2024
<u>/s/ Richard Daniels</u> Richard Daniels	Director	February 21, 2024
<u>/s/ David Hornik</u> David Hornik	Director	February 21, 2024
<u>/s/ Paula Loop</u> Paula Loop	Director	February 21, 2024
<u>/s/ Charles Meyers</u> Charles Meyers	Director	February 21, 2024
<u>/s/ Christopher B. Paisley</u> Christopher B. Paisley	Director	February 21, 2024

/s/ Vanessa Smith

Vanessa Smith

Director

February 21, 2024

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⁾	6,649,606 ⁽²⁾	15.29 ⁽⁴⁾	\$101,672,475.74	\$.00014760	\$15,006.86
Equity	2019 Employee Stock Purchase Plan Class A Common Stock, par value \$0.00002 per share	Rule 457(c) and Rule 457(h) ⁽⁵⁾	1,329,921 ⁽³⁾	13.00 ⁽⁵⁾	\$17,288,973	\$.00014760	\$2,551.86
Total Offering Amounts					\$118,961,448.74		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$17,558.72

- (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 6,649,606 additional shares of Class A Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2024 under the 2019 Plan.
- (3) Represents 1,329,921 additional shares of Class A Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2024 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 Common Stock as reported on The New York Stock Exchange on February 20, 2024.
- (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 Common Stock as reported on The New York Stock Exchange on February 20, 2024, multiplied by 85%.

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

Kate Nichols
+1 650 843 5877
knichols@cooley.com



February 21, 2024

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

Ladies and Gentlemen:

We have acted as counsel to Fastly, 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 7,979,527 shares (the "**Shares**") of Class A common stock, par value \$0.00002 per share, (the "**Common Stock**") consisting of (a) 6,649,606 shares of Common Stock issuable pursuant to the Company's 2019 Equity Incentive Plan (the "**2019 EIP**") and (b) 1,329,921 shares of Common Stock issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the 2019 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) such other records, documents, opinions, certificates, memoranda and 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 Plans, 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).

This opinion is limited to the matters expressly set forth in this letter, and no opinion 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 opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Fastly, Inc.
February 21, 2024
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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/ Kate Nichols
Kate Nichols

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 21, 2024 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, 2023.

/s/ Deloitte & Touche LLP

San Francisco, California
February 21, 2024