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

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

Confluent, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-1824387
(I.R.S. Employer
Identification No.)

**899 W. Evelyn Avenue
Mountain View, California 94041
(800) 439-3207**
(Address of principal executive offices) (Zip code)

**Confluent, Inc. 2021 Equity Incentive Plan
Confluent, Inc. 2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Steffan Tomlinson
Chief Financial Officer
Confluent, Inc.
899 W. Evelyn Avenue
Mountain View, California 94041
(800) 439-3207**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Jon Avina
Milson Yu
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Melanie Vinson
Confluent, Inc.
899 W. Evelyn Avenue
Mountain View, California 94041
(800) 439-3207**

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
Non-accelerated filer

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Confluent, Inc. (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register (i) 14,698,954 additional shares of its Class A common stock under the Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”), which consists of (A) 14,469,209 additional shares of its Class A common stock pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 Plan on January 1, 2023 and (B) 229,745 shares of its Class A common stock that became available for issuance under the 2021 Plan upon cancellation of an equivalent number of shares of Class B common stock previously issued pursuant to the early exercise of stock options granted under the Amended and Restated 2014 Stock Plan, which shares remained subject to vesting upon repurchase, and (ii) 2,893,841 additional shares of its Class A common stock under the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2021 ESPP on January 1, 2023. 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.

The Registrant previously registered shares of its Class A common stock for issuance under the 2021 Plan, the 2021 ESPP, and the Registrant’s Amended and Restated 2014 Stock Plan on a Registration Statement on Form S-8 filed with the Commission on [June 24, 2021](#) (File No. 333-257338) and a subsequent Registration Statement on Form S-8 (File No. 333-263004) filed with the SEC on [February 25, 2022](#) (together, the “*Prior Registration Statements*”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements except as set forth below.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

(a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on February 28, 2023.

(b) The description of the Registrant’s Class A Common Stock which is contained in the Registrant’s Registration Statement on Form 8-A filed on [June 21, 2021](#) (File No. 001-40526) 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.

(c) The Registrant’s Current Report on Form 8-K filed on [January 26, 2023](#).

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 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Amended and Restated Certificate of Incorporation of Confluent, Inc.	8-K	001-40526	3.1	June 28, 2021
4.2	Amended and Restated Bylaws of Confluent, Inc.	S-1/A	333-256693	3.4	June 16, 2021
4.3	Form of Class A Common Stock Certificate.	S-1/A	333-256693	4.1	June 16, 2021
4.4	Indenture, dated as of December 13, 2021, by and between the Registrant and U.S. Bank National Association, as Trustee.	8-K	001-40526	4.1	December 14, 2021
4.5	Form of Global Note, representing the Registrant’s 0% Convertible Senior Notes due 2027 (included as Exhibit A to the Indenture filed as Exhibit 4.4).	8-K	001-40526	4.2	December 14, 2021
5.1*	Opinion of Cooley LLP.				

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on signature page).				
99.1	2021 Equity Incentive Plan.	S-1/A	333-256693	10.5	June 16, 2021
99.2	Forms of Notice of Stock Option Grant, Global Stock Option Agreement, and Exercise Notice under the 2021 Equity Incentive Plan.	S-1/A	333-256693	10.6	June 16, 2021
99.3	Form of Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan.	S-1/A	333-256693	10.7	June 16, 2021
99.4	2021 Employee Stock Purchase Plan.	S-1/A	333-256693	10.8	June 16, 2021
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 Mountain View, State of California, on this 28th day of February, 2023.

CONFLUENT, INC.

By: /s/ Edward Jay Kreps

Edward Jay Kreps
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Edward Jay Kreps, Steffan Tomlinson, and Melanie Vinson, 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.

Signature	Title	Date
<u>/s/ Edward Jay Kreps</u> Edward Jay Kreps	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 28, 2023
<u>/s/ Steffan Tomlinson</u> Steffan Tomlinson	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 28, 2023
<u>/s/ Ying Christina Liu</u> Ying Christina Liu	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 28, 2023
<u>/s/ Lara Caimi</u> Lara Caimi	Director	February 28, 2023
<u>/s/ Jonathan Chadwick</u> Jonathan Chadwick	Director	February 28, 2023
<u>/s/ Alyssa Henry</u> Alyssa Henry	Director	February 28, 2023
<u>/s/ Matthew Miller</u> Matthew Miller	Director	February 28, 2023

Signature	Title	Date
<hr/> <i>/s/ Neha Narkhede</i> Neha Narkhede	Director	February 28, 2023
<hr/> <i>/s/ Greg Schott</i> Greg Schott	Director	February 28, 2023
<hr/> <i>/s/ Eric Vishria</i> Eric Vishria	Director	February 28, 2023
<hr/> <i>/s/ Mike Volpi</i> Mike Volpi	Director	February 28, 2023



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

February 28, 2023

Confluent, Inc.
899 W. Evelyn Avenue
Mountain View, California 94041

Ladies and Gentlemen:

We have acted as counsel to Confluent, 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 (the "**Commission**") covering the offering of up to 17,592,795 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.00001 per share ("**Class A Common Stock**"), consisting of (a) 14,698,954 shares of Class A Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**") and (b) 2,893,841 shares of Class A Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "**Plans**").

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

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



Confluent, Inc.
February 28, 2023
Page Two

Sincerely,

Cooley LLP

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

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Confluent, Inc. of our report dated February 27, 2023 relating to the financial statements, which appears in Confluent, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

San Francisco, California

February 27, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)Confluent, 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, par value \$0.00001 per share, Confluent, Inc. 2021 Employee Stock Purchase Plan	Other ⁽²⁾	2,893,841	\$20.27 ⁽⁴⁾	\$58,658,157.07	0.0001102	\$6,464.13
Equity	Class A Common Stock, par value \$0.00001 per share, Confluent, Inc. 2021 Equity Incentive Plan	Other ⁽³⁾	14,698,954	\$23.84 ⁽⁵⁾	\$350,423,063.36	0.0001102	\$38,616.63
Total Offering Amount					\$409,081,220.43		\$45,080.76
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$45,080.76

- (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 the Registrant’s Class A 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, as applicable.
- (2) Represents 2,893,841 shares of Class A common stock based on an automatic annual increase equal to 1% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2022, which annual increase is provided by the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”).
- (3) Represents 14,698,954 additional shares of Class A common stock under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”), which consists of (i) 14,469,209 shares of Class A common stock based on an automatic annual increase equal to 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2022, which annual increase is provided by the 2021 Plan, and (ii) an additional 229,745 shares of Class A common stock that became available for issuance under the 2021 Plan upon cancellation of an equivalent number of shares of Class B common stock previously issued pursuant to the early exercise of stock options granted under the Amended and Restated 2014 Stock Plan, which shares remained subject to vesting upon repurchase.
- (4) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on February 24, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- (5) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on February 24, 2023.