

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

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

CROWDSTRIKE HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

7372
(Primary Standard Industrial Classification Code
Number)

45-3788918
(I.R.S. Employer
Identification No.)

**150 Mathilda Place, Suite 300
Sunnyvale, California 94086**
(Address of Principal Executive Offices)

**CrowdStrike Holdings, Inc. 2019 Equity Incentive Plan
CrowdStrike Holdings, Inc. 2019 Employee Stock Purchase Plan**
(Full Titles of the Plans)

George Kurtz
President and Chief Executive Officer
CrowdStrike Holdings, Inc.
150 Mathilda Place, Suite 300
Sunnyvale, California 94086
(Name and Address of Agent for Service)

(888) 512-8906
(Telephone Number, Including Area Code, of Agent for Service)

With copies to:
Alan F. Denenberg
Emily Roberts
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
Telephone: (650) 752-2000

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee ⁽⁵⁾

Class A Common Stock, \$0.0005 par value per share				
— 2019 Equity Incentive Plan	4,474,487 ⁽²⁾	\$198.15 ⁽⁴⁾	\$886,619,599.05	\$96,730.20
— 2019 Employee Stock Purchase Plan	2,237,243 ⁽³⁾	\$198.15 ⁽⁴⁾	\$443,309,700.45	\$48,365.09
Total	6,711,730		\$1,329,929,299.50	\$145,095.29

- (1) In the event of a stock split, stock dividend or similar transaction involving the Registrant’s Class A common stock, \$0.0005 par value per share (“**Class A Common Stock**”), the number of shares registered hereby shall automatically be adjusted in accordance with Rule 416 under the Securities Act of 1933, as amended (the “**Securities Act**”).
- (2) Represents 4,474,487 shares of Class A Common Stock available for future issuance under the 2019 Equity Incentive Plan (the “**2019 Plan**”) by reason of the automatic increase provisions therein.
- (3) Represents 2,237,243 shares of Class A Common Stock available for future issuance under the 2019 Employee Stock Purchase Plan (the “**2019 ESPP**”) by reason of the automatic increase provisions therein.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The Proposed Maximum Offering Price Per Share is based on the average of the high and low prices of the Registrant’s Class A Common Stock on The Nasdaq Global Select Market on March 12, 2021.
- (5) Rounded to the nearest cent.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, Crowdstrike Holdings, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the “Commission”) to register additional shares of the Registrant’s Class A Common Stock for issuance under the 2019 Plan and the 2019 ESPP, pursuant to the provisions of such plans that provide for automatic annual increases in the number of shares reserved for issuance thereunder. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on [June 12, 2019 \(Registration No. 333-232084\)](#) and [March 23, 2020 \(Registration No. 333-237343\)](#) to the extent not superseded hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	
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5.1*	Opinion of Davis Polk & Wardwell LLP
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	2019 Equity Incentive Plan (1)
99.2	2019 Employee Stock Purchase Plan (2)

* Filed herewith.

- (1) Filed as Exhibit 10.2 to the Registrant’s Amendment No. 1 to Registration Statement on Form S-1, filed on May 29, 2019 and incorporated herein by reference.
- (2) Filed as Exhibit 10.3 to the Registrant’s Amendment No. 1 to Registration Statement on Form S-1, filed on May 29, 2019 and incorporated herein by reference.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, CrowdStrike Holdings, Inc., 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 Sunnyvale, State of California, on the 18th day of March, 2021.

CrowdStrike Holdings, Inc.

By: /s/ GEORGE KURTZ

Name: George Kurtz

Title: President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of George Kurtz, Burt W. Podbere and Abhi Maheshwari as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable CrowdStrike Holdings, Inc. to comply with the Securities Act, and any requirements of the Commission in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents 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
<u>/s/ GEORGE KURTZ</u> George Kurtz	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 18, 2021
<u>/s/ BURT W. PODBERE</u> Burt W. Podbere	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 18, 2021
<u>/s/ ABHISHEK MAHESHWARI</u> Abhishek Maheshwari	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 18, 2021
<u>/s/ GERHARD WATZINGER</u> Gerhard Watzinger	Chairman of the Board of Directors	March 18, 2021
<u>/s/ ROXANNE S. AUSTIN</u> Roxanne S. Austin	Director	March 18, 2021

Signature	Title	Date
<hr/> <i>/s/ CARY J. DAVIS</i> Cary J. Davis	Director	March 18, 2021
<hr/> <i>/s/ SAMEER K. GANDHI</i> Sameer K. Gandhi	Director	March 18, 2021
<hr/> <i>/s/ DENIS J. O'LEARY</i> Denis J. O'Leary	Director	March 18, 2021
<hr/> <i>/s/ LAURA J. SCHUMACHER</i> Laura J. Schumacher	Director	March 18, 2021
<hr/> <i>/s/ JOSEPH E. SEXTON</i> Joseph E. Sexton	Director	March 18, 2021
<hr/> <i>/s/ GODFREY R. SULLIVAN</i> Godfrey R. Sullivan	Director	March 18, 2021

New York
Northern California
Washington DC
São Paulo
London

Paris
Madrid
Hong Kong
Beijing
Tokyo



Davis Polk & Wardwell LLP 650 752 2000 tel
1600 El Camino Real
Menlo Park, CA 94025

March 18, 2021

CrowdStrike Holdings, Inc.
150 Mathilda Place, Suite 300
Sunnyvale, California 94086

Ladies and Gentlemen:

We have acted as special counsel to CrowdStrike Holdings, Inc., a Delaware corporation (the “**Company**”), and are delivering this opinion in connection with the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 6,711,730 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.0005 per share, issuable pursuant to the Company’s 2019 Equity Incentive Plan and the Company’s 2019 Employee Stock Purchase Plan (the 2019 Equity Incentive Plan and the Company’s 2019 Employee Stock Purchase Plan, together, the “**Plans**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plans upon receipt by the Company of the consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 18, 2021 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in CrowdStrike Holdings, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2021.

/s/ PricewaterhouseCoopers LLP

San Jose, California
March 18, 2021
