

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

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

**BRIDGEPOINT EDUCATION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**59-3551629**

(IRS Employer Identification No.)

**8620 Spectrum Center Blvd.  
San Diego, California**

(Address of principal executive offices)

**92123**

(Zip Code)

**Amended and Restated Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended)**

(Full title of the plans)

**Andrew S. Clark  
CEO and President  
Bridgepoint Education, Inc.  
8620 Spectrum Center Blvd.  
San Diego, CA 92123**

(Name and Address of Agent For Service)

**(858) 668-2586**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Martin J. Waters, Esq.  
Wilson Sonsini Goodrich & Rosati, PC  
12235 El Camino Real, Suite 200  
San Diego, CA 92130-3002  
Telephone: (858) 350-2300  
Facsimile: (858) 350-2399**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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 ☐  
(Do not check if a smaller reporting company)

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 Exchange Act. ☐

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share: To be issued pursuant to the Amended and Restated Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended)	200,000 shares	\$ 8.03	\$ 1,606,000.00	\$ 199.95

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional securities that may from time to time be offered or issued in accordance with the adjustment provisions of the Amended and Restated Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended) as a result of stock splits, stock dividends or similar transactions.
- Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on January 4, 2018.

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

This Registration Statement on Form S-8 (the "Registration Statement") registers 200,000 additional shares of common stock, par value \$0.01 per share, of Bridgepoint Education, Inc. (the "Registrant") that may be issued pursuant to the Amended and Restated Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended), commencing January 1, 2018.

In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8 (File No. 333-159220) filed by the Registrant with the Securities and Exchange Commission (the "SEC") on May 13, 2009 are incorporated by reference into this Registration Statement, except as modified or superseded hereby.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by the Registrant with the SEC are hereby incorporated by reference into this Registration Statement:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed on March 7, 2017, as amended on June 6, 2017;
- (b) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017, filed with the SEC on May 2, 2017, July 26, 2017 and October 25, 2017, respectively; and
- (c) Current Reports on Form 8-K filed with the SEC on January 23, 2017, March 10, 2017, March 20, 2017, April 3, 2017, May 16, 2017, June 1, 2017, July 11, 2017, August 16, 2017, August 17, 2017, October 13, 2017, November 13, 2017 and November 15, 2017; and
- (d) The description of the Registrant's common stock, par value \$0.01 per share, contained in the Registration Statement on Form 8-A filed on March 30, 2009, including any subsequent amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment 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 into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to be furnished and not filed under Item 2.02 or Item 7.01 of Form 8-K shall not be deemed to be incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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.**

The accompanying Index to Exhibits is incorporated herein by reference.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Diego, State of California, on January 10, 2018 .

### BRIDGEPOINT EDUCATION, INC.

By: /s/ ANDREW S. CLARK

Name: Andrew S. Clark

Title: CEO and President

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 date indicated.

Name and Signature	Title	Date
<u>/s/ ANDREW S. CLARK</u> <b>Andrew S. Clark</b>	CEO, President and Director (Principal Executive Officer)	January 10, 2018
<u>/s/ JOSEPH L. D'AMICO</u> <b>Joseph L. D'Amico</b>	Interim Chief Financial Officer (Principal Financial Officer)	January 10, 2018
<u>/s/ STEVEN BURKHOLDER</u> <b>Steven Burkholder</b>	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	January 10, 2018

#### Directors:

Ryan Craig

Dale Crandall

Patrick T. Hackett

Robert Hartman

Michael B. Horn

Victor K. Nichols

George Pernsteiner

By: /s/ ANDREW S. CLARK

January 10, 2018

**Andrew S. Clark**

*Attorney-In-Fact*

## INDEX TO EXHIBITS

Exhibit	Description of Document
4.1	<a href="#"><u>Fifth Amended and Restated Certificate of Incorporation of Bridgepoint Education, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed with the SEC on May 21, 2009).</u></a>
4.2	<a href="#"><u>Second Amended and Restated Bylaws of Bridgepoint Education, Inc. (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-156408) filed with the SEC on March 20, 2009).</u></a>
5.1	<a href="#"><u>Opinion of Wilson Sonsini Goodrich &amp; Rosati, PC.</u></a>
23.1	<a href="#"><u>Consent of Deloitte and Touche LLP, an Independent Registered Public Accounting Firm.</u></a>
23.2	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, an Independent Registered Public Accounting Firm.</u></a>
23.3	<a href="#"><u>Consent of Wilson Sonsini Goodrich &amp; Rosati, PC (included in Exhibit 5.1 to this Registration Statement).</u></a>
24.1	<a href="#"><u>Power of Attorney - Bridgepoint Education, Inc. Directors.</u></a>
99.1	<a href="#"><u>Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 16, 2013).</u></a>
99.2	<a href="#"><u>First Amendment to the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013).</u></a>
99.3	<a href="#"><u>Form of Nonstatutory Stock Option Agreement for Executives and Senior Management for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.4 to the Registrant's Registration Statement on Form S-8 (File No. 333-159220) filed with the SEC on May 13, 2009).</u></a>
99.4	<a href="#"><u>Form of Incentive Stock Option Agreement for Executives and Senior Management for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.5 to the Registrant's Registration Statement on Form S-8 (File No. 333-159220) filed with the SEC on May 13, 2009).</u></a>
99.5	<a href="#"><u>Form of Nonstatutory Stock Option Agreement (effective March 2011) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 filed with the SEC on May 3, 2011).</u></a>
99.6	<a href="#"><u>Form of Restricted Stock Unit Award Agreement (Deferred Settlement) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 27, 2011).</u></a>
99.7	<a href="#"><u>Form of Restricted Stock Unit Award Agreement (General) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K filed with the SEC on June 27, 2011).</u></a>
99.8	<a href="#"><u>Form of Restricted Stock Unit Award Agreement (Non-Employee Director - Annual Grant) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed with the SEC on May 15, 2013).</u></a>
99.9	<a href="#"><u>Form of Restricted Stock Unit Award Agreement (General - Employee Annual Grant) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 16, 2013).</u></a>
99.10†	<a href="#"><u>Form of Performance Stock Unit Award Agreement for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 23, 2014).</u></a>
99.11	<a href="#"><u>Amendment to Performance Stock Unit Award Agreement for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the SEC on March 10, 2015).</u></a>

†

Portions of this exhibit have been omitted pursuant to a request for confidential treatment and the non-public information has been filed separately with the SEC.

**Wilson Sonsini Goodrich & Rosati**  
PROFESSIONAL CORPORATION

January 10, 2018

Bridgepoint Education, Inc.  
8620 Spectrum Center Blvd  
San Diego, California, 92123

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by you with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 200,000 shares of your common stock, par value \$0.01 per share (the “Shares”), reserved for issuance under the Amended and Restated 2009 Stock Incentive Plan, as amended. As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the 2009 Plan.

It is our opinion that the Shares, when issued and sold in the manner referred to in the 2009 Plan and pursuant to the agreements which accompany the 2009 Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

AUSTIN    BEIJING    BRUSSELS    HONG KONG    LOS ANGELES    NEW YORK    PALO ALTO    SAN DIEGO  
SAN FRANCISCO    SEATTLE    SHANGHAI    WASHINGTON, DC    WILMINGTON, DE

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 7, 2017, relating to the consolidated financial statements of Bridgepoint Education, Inc. and subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2016.

/s/ DELOITTE & TOUCHE LLP

San Diego, California  
January 10, 2018

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 8, 2016, except for the change in the manner in which the company presents restricted cash on the statement of cash flows as discussed in Note 2 to the consolidated financial statements, as to which the date is March 7, 2017 relating to the financial statements, which appears in Bridgepoint Education, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California  
January 10, 2018

**POWER OF ATTORNEY - BRIDGEPOINT EDUCATION, INC. DIRECTORS**

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors of BRIDGEPOINT EDUCATION, INC., a Delaware corporation (the "Company"), hereby nominates and appoints ANDREW S. CLARK and JOSEPH L. D'AMICO, and each of them acting or signing singly, as such director's agents and attorneys-in-fact, in such director's respective name and in the capacity or capacities indicated below, to execute and/or file with the Securities and Exchange Commission (the "SEC"), with all exhibits thereto and other documents filed in connection therewith or constituting a part thereof:

- (1) a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration under the Securities Act of additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company that may be issued, effective as of January 1, 2018, pursuant to Section 5(b) of the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended) (the "2009 Plan"); and
- (2) any one or more amendments to any part of the Registration Statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Securities Act to keep the Registration Statement effective or to terminate its effectiveness.

Section 5(b) of the 2009 Plan provides that the maximum aggregate number of shares of Common Stock that may be issued under the 2009 Plan will be increased on January 1, 2018 by a number of shares of Common Stock equal to the lesser of (i) two percent (2%) of the number of shares of Common Stock issued and outstanding on December 31, 2017, (ii) 1,300,000 shares of Common Stock, or (iii) an amount determined by the Company's Board of Directors.

Further, each of the undersigned does hereby authorize and direct such agents and attorneys-in-fact to take any and all actions and to execute and file any and all documents with the SEC or state regulatory agencies necessary, proper or convenient in their opinion to comply with the Securities Act and the rules and regulations or orders of the SEC or state regulatory agencies adopted or issued pursuant thereto, to the end that the Registration Statement shall become effective under the Securities Act and any other applicable law.

Finally, each of the undersigned does hereby ratify, confirm and approve each and every act and document which the said appointed agents and attorneys-in-fact may take, execute or file pursuant to the foregoing with the same force and effect as though such action had been taken or such document had been executed or filed by the undersigned, respectively.

This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the SEC.

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Date	Signature
January 8, 2018	<div>/s/ Andrew S. Clark</div> <div>Andrew S. Clark</div>
January 8, 2018	<div>/s/ Ryan Craig</div> <div>Ryan Craig</div>
January 8, 2018	<div>/s/ Dale Crandall</div> <div>Dale Crandall</div>
January 8, 2018	<div>/s/ Patrick T. Hackett</div> <div>Patrick T. Hackett</div>
January 8, 2018	<div>/s/ Robert Hartman</div> <div>Robert Hartman</div>
January 8, 2018	<div>/s/ Michael B. Horn</div> <div>Michael B. Horn</div>
January 8, 2018	<div>/s/ Victor K. Nichols</div> <div>Victor K. Nichols</div>
January 8, 2018	<div>/s/ George Pernsteiner</div> <div>George Pernsteiner</div>