

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

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

Pure Storage, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

27-1069557

(I.R.S. Employer Identification No.)

**650 Castro Street, Suite 400
Mountain View, California 94041
(800) 379-7873**

(Address of principal executive offices) (Zip code)

—
**Pure Storage, Inc. 2015 Equity Incentive Plan
Pure Storage, Inc. 2015 Employee Stock Purchase Plan**
(Full titles of the plans)

**Charles Giancarlo
Chief Executive Officer
Pure Storage, Inc.**

**650 Castro Street, Suite 400
Mountain View, California 94041
(800) 379-7873**

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

Copies to:

**Mark P. Tanoury
John T. McKenna
Seth J. Gottlieb
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Joseph FitzGerald
Vice President & General Counsel
Todd Wheeler
Pure Storage, Inc.
650 Castro Street, Suite 400
Mountain View, California 94041
(800) 379-7873**

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

Non-accelerated filer (Do not check if a smaller reporting company)

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
Class A Common Stock, par value \$0.0001 per share				
– 2015 Equity Incentive Plan	10,218,184 (2)	\$14.75 (4)	\$150,718,214	\$17,469
– 2015 Employee Stock Purchase Plan	2,043,637 (3)	\$12.54 (5)	\$25,627,208	\$2,971
Total	12,261,821			\$20,440

- (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 Class A common stock of Pure Storage, Inc. (“Pure Storage”) 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 Pure Storage’s Class A common stock.
- (2) Represents 10,218,184 additional shares of Class A common stock available for issuance as a result of the annual evergreen increase on February 1, 2017 under Pure Storage’s 2015 Equity Incentive Plan (the “2015 Plan”).
- (3) Represents 2,043,637 additional shares of Class A common stock available for issuance as a result of the annual evergreen increase on February 1, 2017 under Pure Storage’s 2015 Employee Stock Purchase Plan (the “2015 ESPP”).
- (4) Estimated in accordance with Rule 457(h) solely for purposes of calculating the registration fee on the basis of \$14.75, the average of the high and low prices of Pure Storage’s Class A common stock as reported on the New York Stock Exchange on September 5, 2017.
- (5) Estimated in accordance with Rule 457(h) solely for purposes of calculating the registration fee on the basis of 85% of \$14.75 (\$12.54), the average of the high and low prices of Pure Storage’s Class A common stock as reported on the New York Stock Exchange on September 5, 2017. Pursuant to the 2015 ESPP, which plan is incorporated by reference herein, the purchase price of the shares of common stock will be 85% of the lower of the fair market value of the common stock on the first trading day of the offering period or on the last day of the offering period.

EXPLANATORY NOTE

2015 Equity Incentive Plan

The 2015 Equity Incentive Plan (the “2015 Plan”) of Pure Storage, Inc. (“Pure Storage”) provides that the total number of shares reserved for issuance under the 2015 Plan will be automatically increased on February 1st of each calendar year, from February 1, 2016 through February 1, 2025, in an amount equal to 5% of the total number of shares of Pure Storage’s capital stock outstanding on the last day of the calendar month prior to the date of each automatic increase, or a lesser number of shares determined by the Pure Storage board of directors. Accordingly, on February 1, 2017, the number of shares of Class A common stock reserved under the 2015 Plan increased by an additional 10,218,841 shares (or 5% of the outstanding shares of common stock as of January 31, 2017).

2015 Employee Stock Purchase Plan

The 2015 Employee Stock Purchase Plan (the “2015 ESPP”) of Pure Storage provides that the total number of shares reserved for issuance under the 2015 ESPP will automatically increased on February 1st of each calendar year, from February 1, 2016 through February 1, 2025, by the lesser of (1) 1% of the total number of shares of Pure Storage common stock outstanding on the last day of the calendar month prior to the date of the automatic increase, and (2) 3,500,000 shares; provided that prior to the date of any such increase, the Pure Storage board of directors may determine that such increase will be less than the amount set forth in clauses (1) and (2). Accordingly, on February 1, 2017, the number of shares of Class A common stock reserved under the 2015 ESPP increased by an additional 2,043,637 shares (or 1% of the outstanding shares of common stock as of January 31, 2017).

These additional shares of Class A common stock are securities of the same class as other securities for which the Registration Statements on Forms S-8 (File No. 333-207315 and File No. 333-210417) (“Prior Forms S-8”) were filed with the Securities and Exchange Commission (“Commission”) on October 7, 2015 and March 25, 2016, respectively.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Pure Storage with the Commission are incorporated by reference into this Registration Statement:

- (a) Pure Storage’s Annual Report on Form 10-K for the fiscal year ended January 31, 2017 filed on March 28, 2017, which contains audited financial statements for Pure Storage’s latest fiscal year.
- (b) Pure Storage’s Quarterly Reports on Form 10-Q for the quarterly period ended April 30, 2017 filed on June 7, 2017 and for the quarterly period ended July 31, 2017 filed on September 5, 2017.
- (c) Pure Storage’s Current Reports on Form 8-K filed on June 23, 2017 and on August 24, 2017 (other than disclosures furnished under Item 2.02 of Form 8-K).
- (d) The description of Pure Storage’s Class A common stock which is contained in a registration statement on Form 8-A filed on September 25, 2015 (File No. 001-37570) under the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.
- (e) All other reports and documents subsequently filed by Pure Storage 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.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference and made a part hereof.

ITEM 8. EXHIBITS

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Form	SEC File No.	Exhibit	
4.1 Amended and Restated Certificate of Incorporation.		10-Q	001-37570	3.1	12/11/2015
4.2 Amended and Restated Bylaws.		S-1	333-206312	3.4	9/9/2015
4.3 Form of Class A Common Stock Certificate.		S-1	333-206312	4.1	9/9/2015
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 Pure Storage, Inc. 2015 Equity Incentive Plan.		S-1	333-206312	10.4	9/9/2015
99.2 Forms of Grant Notice, Stock Option Agreement and Notice of Exercise under the Pure Storage, Inc. 2015 Equity Incentive Plan.		S-1	333-206312	10.5	9/24/2015
99.3 Form of Restricted Stock Unit Grant Notice and Award Agreement under the Pure Storage, Inc. 2015 Equity Incentive Plan.		10-K	001-37570	10.6	3/25/2016
99.4 Pure Storage, Inc. 2015 Employee Stock Purchase Plan.		S-1	333-206312	10.6	9/9/2015

* Filed herewith

Signature	Title	Date
<u>/s/ Charles Giancarlo</u> Charles Giancarlo	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	September 8, 2017
<u>/s/ Timothy Riitters</u> Timothy Riitters	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 8, 2017
<u>/s/ Scott Dietzen</u> Scott Dietzen	Chairman	September 8, 2017
<u>/s/ John Colgrove</u> John Colgrove	Chief Technology Officer and Director	September 8, 2017
<u>/s/ Mike Speiser</u> Mike Speiser	Director	September 8, 2017
<u>/s/ Aneel Bhusri</u> Aneel Bhusri	Director	September 8, 2017
<u>/s/ Mark Garrett</u> Mark Garrett	Director	September 8, 2017
<u>/s/ Anita M. Sands</u> Anita M. Sands	Director	September 8, 2017
<u>/s/ Frank Slotman</u> Frank Slotman	Director	September 8, 2017
<u>/s/ Michelangelo Volpi</u> Michelangelo Volpi	Director	September 8, 2017

September 8, 2017

Pure Storage, Inc.
650 Castro Street, Suite 400
Mountain View, California 94041

Ladies and Gentlemen:

We have acted as counsel to Pure Storage, 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 covering the offering of up to an aggregate of 12,261,821 shares of the Company’s Class A Common Stock, par value \$0.0001 per share (the “**Common Stock**”), comprised of (a) 10,218,184 shares of Class A Common Stock (the “**EIP Shares**”) pursuant to the Company’s 2015 Equity Incentive Plan and (b) 2,043,637 shares of Class A Common Stock (together with the EIP Shares, the “**Shares**”) issuable pursuant to the Company’s 2015 Employee Stock Purchase Plan (together with the 2015 Equity Incentive Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

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.

Sincerely,

By: /s/ Seth J. Gottlieb

Seth J. Gottlieb

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 March 28, 2017, relating to the consolidated financial statements of Pure Storage, 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 January 31, 2017.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

September 8, 2017