

**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)

27-1069557
(IRS Employer Identification No.)

**650 Castro Street, Suite 400
Mountain View, California
94041
(800) 379-7873**
(Address of principal executive offices, including zip code)

**Pure Storage, Inc. 2015 Equity Incentive Plan
Pure Storage, Inc. 2015 Amended and Restated 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**

EXPLANATORY NOTE

2015 Equity Incentive Plan

The 2015 Equity Incentive Plan (the "2015 Plan") of Pure Storage, Inc. ("Pure") provides that the total number of shares reserved for issuance under the 2015 Plan will be automatically increased on the first day of each fiscal year in an amount equal to 5% of the total number of shares of Pure'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 board of directors. Accordingly, on February 3, 2020, the number of shares of common stock reserved under the 2015 Plan increased by an additional 13,213,180 shares (or 5% of the outstanding shares of common stock as of January 31, 2020).

Amended and Restated 2015 Employee Stock Purchase Plan

The Amended and Restated 2015 Employee Stock Purchase Plan (the "2015 ESPP") of Pure provides that the total number of shares reserved for issuance under the 2015 ESPP will automatically increase on February 1st of each calendar year by the lesser of (1) 1% of the total number of shares of Pure 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 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, 2020, the number of shares of common stock reserved under the 2015 ESPP increased by an additional 2,642,636 shares (or 1% of the outstanding shares of common stock as of January 31, 2020).

These additional shares of common stock are securities of the same class as other securities for which the Registration Statements on Forms S-8 (File No. 333-207315, File No. 333-210417, File No. 333-220396, File No. 333-223927, File No. 333-230248 and File No. 333-233587) ("Prior Forms S-8") were filed with the Securities and Exchange Commission (the "Commission") on October 7, 2015, March 25, 2017, September 8, 2017, March 26, 2018, March 14, 2019 and August 30, 2019, respectively.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

All other reports and documents subsequently filed by Pure 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
		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	Form of Restricted Stock Award Grant Notice and Award Agreement under the Pure Storage, Inc. 2015 Equity Incentive Plan.	8-K	001-37570	10.1	3/16/2018
99.5	Pure Storage, Inc. 2015 Amended and Restated Employee Stock Purchase Plan.	10-Q	001-37570	10.1	8/30/2019

* 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 26th day of March, 2020.

PURE STORAGE, INC.

By:

/s/ Charles Giancarlo

Charles Giancarlo
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles Giancarlo, Kevan Krysler and John Colgrove, 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/ Charles Giancarlo</u> Charles Giancarlo	Chairman and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 26, 2020
<u>/s/ Kevan Kryslar</u> Kevan Kryslar	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 26, 2020
<u>/s/ Scott Dietzen</u> Scott Dietzen	Vice Chairman and Director	March 26, 2020
<u>/s/ John Colgrove</u> John Colgrove	Chief Technology Officer and Director	March 26, 2020
<u>/s/ Andrew Brown</u> Andrew Brown	Director	March 26, 2020
<u>/s/ Mark Garrett</u> Mark Garrett	Director	March 26, 2020
<u>/s/ Jeff Rothschild</u> Jeff Rothschild	Director	March 26, 2020
<u>/s/ Anita Sands</u> Anita Sands	Director	March 26, 2020
<u>/s/ Susan Taylor</u> Susan Taylor	Director	March 26, 2020
<u>/s/ Roxanne Taylor</u> Roxanne Taylor	Director	March 26, 2020
<u>/s/ Greg Tomb</u> Greg Tomb	Director	March 26, 2020

March 26, 2020

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

Re: Pure Storage, Inc.

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 15,855,816 shares (the "**Shares**") of the Company's Class A Common Stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 13,213,180 shares of Common Stock issuable pursuant to the Company's 2015 Equity Incentive Plan, and (ii) 2,642,636 share of Common Stock issuable pursuant to the Company's 2015 Amended and Restated Employee Stock Purchase Plan (together with the Company's 2015 Equity Incentive 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 Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) 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, the conformity to originals of all documents submitted to us as copies thereof and the due authorization, execution and delivery by all persons other than by the Company, of all documents where authorization, execution and delivery are a prerequisite 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 respective 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,

Cooley LLP

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 26, 2020, 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 February 2, 2020.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

March 26, 2020