

**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.)

**2555 Augustine Drive
Santa Clara, California
95054
(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.
2555 Augustine Drive
Santa Clara, California 95054
(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
Natalie Karam
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Niki Armstrong
Chief Administrative and Legal Officer
Pure Storage, Inc.
2555 Augustine Drive
Santa Clara, California 95054
(800) 379-7873**

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

Accelerated filer

Non-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.

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 5, 2024, the number of shares of common stock reserved under the 2015 Plan increased by an additional 15,977,372 shares (or 5% of the outstanding shares of common stock as of January 31, 2024).

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, 2024, the number of shares of common stock reserved under the 2015 ESPP increased by an additional 3,195,474 shares (or 1% of the outstanding shares of common stock as of January 31, 2024).

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, File No. 333-233587, File No. 333-237418, File No. 333-249199, File No. 333-254682, File No. 333-264166, and File No. 333-271064) (“Prior Forms S-8”) were filed with the Securities and Exchange Commission (the “Commission”) on October 7, 2015, March 25, 2016, September 8, 2017, March 26, 2018, March 14, 2019, August 30, 2019, March 27, 2020, October 1, 2020, March 25, 2021, April 7, 2022, and March 31, 2023, 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 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Todd Wheeler, a vice president and in-house counsel employed by Pure, has provided an opinion regarding the legality of the common stock registered under this Registration Statement. Mr. Wheeler holds common stock and awards under the 2015 Plan and participates in the 2015 ESPP. Mr. Wheeler beneficially owns or has rights to acquire an aggregate of less than 1% of the total outstanding shares of Pure's common stock.

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 Counsel.	-	-	-	-
23.1 *	Consent of Counsel (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.	10-K	001-37570	10.3	4/7/2022
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	10.4	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
107.1*	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 Santa Clara, State of California, on this 29th day of March, 2024.

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 Kryslar, John Colgrove and Nicole Armstrong, 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
/s/ Charles Giancarlo Charles Giancarlo	Chief Executive Officer, Chairman and Director (<i>Principal Executive Officer</i>)	March 29, 2024
/s/ Kevan Kryslar Kevan Kryslar	Chief Financial Officer (<i>Principal Financial Officer</i>)	March 29, 2024
/s/ Mona Chu Mona Chu	Vice President and Chief Accounting Officer (<i>Principal Accounting Officer</i>)	March 29, 2024
/s/ Scott Dietzen Scott Dietzen	Vice Chairman and Director	March 29, 2024
/s/ John Colgrove John Colgrove	Chief Visionary Officer and Director	March 29, 2024
/s/ Andrew Brown Andrew Brown	Director	March 29, 2024
/s/ John Murphy John Murphy	Director	March 29, 2024
/s/ Jeff Rothschild Jeff Rothschild	Director	March 29, 2024
/s/ Roxanne Taylor Roxanne Taylor	Director	March 29, 2024
/s/ Susan Taylor Susan Taylor	Director	March 29, 2024
/s/ Greg Tomb Greg Tomb	Director	March 29, 2024
/s/ Mallun Yen Mallun Yen	Director	March 29, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Pure Storage, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Type	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽²⁾
Equity	Class A Common Stock, par value \$0.0001 per share	Other (3)	15,977,372 (4)	\$ 51.78 (3)	\$827,308,322	0.0001476 \$	122,111
Equity	Class A Common Stock, par value \$0.0001 per share	Other (5)	3,195,474 (6)	\$ 44.02 (5)	\$ 140,664,765	0.0001476 \$	20,762
Total Offering Amounts:			19,172,846		\$967,973,087		\$ 142,873
Total Fee Offsets:							0
Net Fee Due:							\$ 142,873

- Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional shares of Class A common stock ("common stock") of Pure Storage, Inc. ("Pure") 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 common stock.
- The Registrant does not have any fee offsets.
- Estimated in accordance with Rule 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$51.78, the average of the high and low prices of Pure's common stock as reported on the New York Stock Exchange on March 22, 2024.
- Represents 15,977,372 additional shares of common stock available for issuance as a result of the annual evergreen increase on February 5, 2024 under Pure's 2015 Equity Incentive Plan (the "2015 Plan").
- Estimated in accordance with Rule 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of 85% of \$51.78 (\$44.02), the average of the high and low prices of Pure's common stock as reported on the New York Stock Exchange on March 22, 2024. Pursuant to Pure's Amended and Restated 2015 Employee Stock Purchase Plan (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.
- Represents 3,195,474 additional shares of common stock available for issuance as a result of the annual evergreen increase on February 1, 2024 under the 2015 ESPP.

March 29, 2024

Pure Storage, Inc.
2555 Augustine Drive
Santa Clara, California
95054

Re: Pure Storage, Inc.

Ladies and Gentlemen:

As Vice President, Deputy General Counsel and Assistant Corporate Secretary of Pure Storage, Inc., a Delaware corporation (the "**Company**"), I have acted as counsel to the Company in connection with the preparation and filing under the Securities Act of 1933, as amended (the "**Securities Act**"), of a registration statement on Form S-8 (the "**Registration Statement**") relating to the registration of 19,172,846 shares (the "**Shares**") of the Company's Class A Common Stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 15,977,372 shares of Common Stock issuable pursuant to the Company's 2015 Equity Incentive Plan and (ii) 3,195,474 shares 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**").

I have examined the instruments, documents, and records that I deemed relevant and necessary for the basis of my opinion expressed below. In such examinations, I have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to me as copies; and (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates I have reviewed. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Based upon the foregoing, and subject to the qualifications and limitations stated herein, I am of the opinion that the Shares have been duly authorized and, upon their issuance and delivery in accordance with the Plans, will be validly issued, fully paid and non-assessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and non-assessable when such deferred payments are made in full).

I am admitted to practice law in the State of California. The opinion expressed herein is limited to the General Corporation Law of the State of Delaware. I 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.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of my name wherever it appears in the Registration Statement and any amendments thereto.

Sincerely,

/s/ Todd Wheeler

Todd Wheeler

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 29, 2024, 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 4, 2024.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
March 29, 2024