

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, 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
Class A Common Stock, par value \$0.0001 per share				
– 2015 Equity Incentive Plan	12,176,191 (2)	\$19.14 (4)	\$233,052,296	\$28,246
– 2015 Employee Stock Purchase Plan	2,435,238 (3)	\$16.27 (5)	\$39,618,887	\$4,802
Total	14,611,429			\$33,048

(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 12,176,191 additional shares of Class A common stock available for issuance as a result of the annual evergreen increase on February 1, 2019 under Pure Storage's 2015 Equity Incentive Plan (the "2015 Plan").

(3) Represents 2,435,238 additional shares of Class A common stock available for issuance as a result of the annual evergreen increase on February 1, 2019 under Pure Storage's 2015 Employee Stock Purchase Plan (the "2015 ESPP").

- (4) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for purposes of calculating the registration fee on the basis of \$19.14, 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 March 7, 2019.
- (5) Estimated in accordance with 457(c) and Rule 457(h) solely for purposes of calculating the registration fee on the basis of 85% of \$19.14 (\$16.27), 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 March 7, 2019. 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, 2019, the number of shares of Class A common stock reserved under the 2015 Plan increased by an additional 12,176,191 shares (or 5% of the outstanding shares of common stock as of January 31, 2019).

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 increase 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, 2019, the number of shares of Class A common stock reserved under the 2015 ESPP increased by an additional 2,435,238 shares (or 1% of the outstanding shares of common stock as of January 31, 2019).

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, File No. 333-210417, File No. 333-220396, and File No. 333-223927) ("Prior Forms S-8") were filed with the Securities and Exchange Commission (the "Commission") on October 7, 2015, March 25, 2017, September 8, 2017, and March 26, 2018, 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, 2018 filed on March 26, 2018 ;
 - (b) All other reports of Pure Storage filed pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by Pure Storage's Annual
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Report referred to in (a) above (other than information in any Current Report on Form 8-K deemed to have been furnished and not filed in accordance with the rules of the Commission and, except as may be noted in any such Form 8-K, exhibits filed on such Form 8-K that are related to such information);

(c) 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, including any amendment or report filed for the purpose of updating such description; and

(d) 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 Forms S-8 are incorporated herein by reference and made a part hereof.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

As of the date of this Registration Statement, attorneys of Cooley LLP beneficially own an aggregate of approximately 5,958 shares of Pure Storage's Class A 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 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 Employee Stock Purchase Plan.	S-1	333-206312	10.6	9/9/2015

* 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 13th day of March, 2019.

PURE STORAGE, INC.

By:

/s/ Charles H. Giancarlo

Charles H. Giancarlo
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS , that each person whose signature appears below constitutes and appoints Charlie Giancarlo and Timothy Riitters, 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 sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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 H. Giandarlo</u> Charles Giancarlo	Chief Executive Officer, Chairman and Director <i>(Principal Executive Officer)</i>	March 13, 2019
<u>/s/ Timothy Riitters</u> Timothy Riitters	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 13, 2019
<u>/s/ Scott Dietzen</u> Scott Dietzen	Vice Chairman and Director	March 13, 2019
<u>/s/ John Colgrove</u> John Colgrove	Chief Technology Officer and Director	March 13, 2019
<u>/s/ Mike Speiser</u> Mike Speiser	Director	March 13, 2019
<u>/s/ Jeff Rothschild</u> Jeff Rothschild	Director	March 13, 2019
<u>/s/ Mark Garrett</u> Mark Garrett	Director	March 13, 2019
<u>/s/ Anita M. Sands</u> Anita M. Sands	Director	March 13, 2019
<u>/s/ Frank Slooman</u> Frank Slooman	Director	March 13, 2019
<u>/s/ Sue Taylor</u> Sue Taylor	Director	March 13, 2019
<u>/s/ Roxanne Taylor</u> Roxanne Taylor	Director	March 13, 2019

March 13, 2019

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

Re: Pure Storage, Inc. - Registration Statement on Form S-8

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 14,611,429 shares of the Company's Class A Common Stock (the "**Common Stock**"), par value \$0.0001 per share, consisting of (i) 12,176,191 shares of Common Stock (the "**2015 EIP Shares**") issuable pursuant to the Company's 2015 Equity Incentive Plan and (ii) 2,435,238 shares of Common Stock (the "**2015 ESPP Shares**" and, together with the 2015 EIP Shares, the "**Shares**") issuable pursuant to the Company's 2015 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 and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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 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, 2018, 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, 2018.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

March 13, 2019