

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

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

Sprout Social, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

27-2404165

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

**131 South Dearborn Street, Suite 700
Chicago, Illinois 60603**
(Address of principal executive offices) (Zip code)

**SPROUT SOCIAL, INC. 2019 INCENTIVE AWARD PLAN
SPROUT SOCIAL, INC. 2019 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

**Ryan Barretto
Chief Executive Officer
Sprout Social, Inc.
131 South Dearborn Street, Suite 700
Chicago, Illinois 60603
Tel: (866) 878-3231**

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

Copies to:

**Courtney M. W. Tygesson
Cooley LLP
110 North Wacker
Suite 4200
Chicago, Illinois 60606
(312) 881-6500**

**Heidi Jonas
General Counsel and Secretary
Sprout Social, Inc.
131 South Dearborn Street, Suite 700
Chicago, Illinois 60603
Tel: (866) 878-3231**

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.

EXPLANATORY NOTE

In this registration statement, Sprout Social, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 3,573,414 shares of the Registrant’s Class A common stock, \$0.0001 par value per share (the “Class A common stock”), including 2,977,845 additional shares of Class A common stock issuable pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan (the “Incentive Plan”) and 595,569 additional shares of Class A common stock issuable pursuant to the Sprout Social, Inc. 2019 Employee Stock Purchase Plan (the “ESPP”), resulting from automatic annual increases on January 1, 2026 pursuant to the “evergreen” provisions of the Incentive Plan and ESPP (which provide that the total number of shares subject to the Incentive Plan and ESPP may be increased each year pursuant to a specified formula as set forth in each of the Incentive Plan and ESPP). These shares being registered pursuant to this Registration Statement are the same class as other securities for which registration statements relating to the Incentive Plan and ESPP were filed with the Securities and Exchange Commission (the “SEC”) on December 17, 2019 ([Commission File No. 333-235547](#)), on May 4, 2022 ([Commission File No. 333-264683](#)), on February 22, 2023 ([Commission File No. 333-269913](#)), on February 23, 2024 ([Commission File No. 333-277327](#)), and on February 26, 202 ([Commission File No. 333-285264](#)), (collectively, the “Prior Registration Statements”).

In accordance with General Instruction E of Form S-8, the contents of each of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- [the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 27, 2026](#); and
- [the description of the Registrant’s Class A common stock contained in a Registration Statement on Form 8-A filed with the SEC on December 9, 2019 \(Commission File No. 001-39156\), together with any amendment or report thereto filed with the Commission for the purpose of updating such description, including Exhibit 4.4 to the Registrant’s Annual Report for the year ended December 31, 2019.](#)

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the securities offered have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of 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 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 such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39156	3.1	December 17, 2019
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-39156	3.1	October 31, 2022
4.3	Form of Class A common stock certificate of the Registrant	S-1/A	333-234316	4.1	December 2, 2019
4.4	Sprout Social, Inc. 2019 Incentive Award Plan	S-1/A	333-234316	10.12	December 2, 2019
4.5	Form of Notice of Grant of Restricted Stock Units and Restricted Stock Unit Agreement pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan	S-1/A	333-234316	10.15	December 2, 2019
4.6	Sprout Social, Inc. 2019 Employee Stock Purchase Plan	S-1/A	333-234316	10.14	December 2, 2019
4.7	Form of Notice of Grant of Restricted Stock Units and Restricted Stock Unit Agreement pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan, approved February 19, 2020	10-K	001-39156	10.18	February 28, 2020
4.8	Form of Non-Employee Director Notice of Grant of Restricted Stock Units and Restricted Stock Unit Agreement pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan	10-K	001-39156	10.19	February 24, 2021
4.9	Form of Notice of Grant of Restricted Stock Units and Restricted Stock Unit Agreement pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan, approved February 16, 2022	10-Q	001-39156	10.1	August 3, 2022
4.10	Form of Notice of Grant of Restricted Stock Units and Restricted Stock Unit Agreement pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan, approved February 15, 2023	10-K	001-39156	10.14	February 22, 2023
4.11	Form of Notice of Grant of Restricted Stock Units and Restricted Stock Unit Agreement pursuant to the Sprout Social, Inc. 2019 Incentive Award Plan, approved October 25, 2023	10-Q	001-39156	10.3	November 6, 2023
5.1*	Opinion of Cooley LLP				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1)				
23.2*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm				
24.1*	Power of Attorney (included on the signature page of this Form S-8)				
107*	Exhibit 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 Chicago, state of Illinois, on this 27th day of February, 2026.

SPROUT SOCIAL, INC.

By: /s/ Ryan Barretto

Name: Ryan Barretto

Title: Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Ryan Barretto and Joe Del Preto, 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 his or her 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 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 and about the premises, 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 their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Ryan Barretto</u> Ryan Barretto	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 27, 2026
<u>/s/ Justyn Howard</u> Justyn Howard	Executive Chair and Director	February 27, 2026
<u>/s/ Peter Barris</u> Peter Barris	Director	February 27, 2026
<u>/s/ Steven Collins</u> Steven Collins	Director	February 27, 2026
<u>/s/ Joe Del Preto</u> Joe Del Preto	Chief Financial Officer and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 27, 2026
<u>/s/ Gregory Brown</u> Gregory Brown	Director	February 27, 2026
<u>/s/ Aaron Rankin</u> Aaron Rankin	Director	February 27, 2026
<u>/s/ Thomas Stanley</u> Thomas Stanley	Director	February 27, 2026
<u>/s/ Karen Walker</u> Karen Walker	Director	February 27, 2026

CALCULATION OF FILING FEE TABLES
Form S-8
Sprout Social, Inc.
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share, reserved for issuance pursuant to the Registrant's 2019 Incentive Award Plan	Rule 457(c) and (h) ⁽²⁾	2,977,845 ⁽³⁾	\$6.78 ⁽²⁾	\$20,189,789.10	0.0001381	\$2,788.21
Equity	Class A common stock, \$0.0001 par value per share, reserved for issuance pursuant to the Registrant's 2019 Employee Stock Purchase Plan	Rule 457(c) and (h) ⁽²⁾	595,569 ⁽⁴⁾	\$6.78 ⁽²⁾	\$4,037,957.82	0.0001381	\$557.64
Total Offering Amounts					\$24,227,746.92		\$3,345.85
Total Fee Offsets							—
Net Fee Due							\$3,345.85

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock, \$0.0001 par value per share ("Class A common stock"), that become issuable under the Sprout Social, Inc. 2019 Incentive Award Plan, as amended and restated (the "Incentive Plan"), and the Company's 2019 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the Registrant's outstanding shares of Class A common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon \$6.78, which is the average of the high and low prices of the Registrant's Class A common stock as reported on The Nasdaq Stock Market LLC (Nasdaq Capital Market) on February 23, 2026.

- (3) Represents the aggregate number of shares of Class A common stock that were automatically added to the shares authorized for issuance under the Incentive Plan pursuant to an “evergreen” provision contained therein on January 1, 2026. Pursuant to such provision, the number of shares of Class A common stock reserved for issuance under the Incentive Plan automatically increases on January 1st of each fiscal year, starting on January 1, 2020 and ending on and including January 1, 2029, in an amount equal to the lesser of (a) 5% of the total shares of all of the classes of the Registrant’s common stock outstanding (on an as-converted basis) on the last day of the immediately preceding fiscal year or (b) such smaller number of shares as determined by the Registrant’s board of directors.
- (4) Represents the aggregate number of shares of Class A common stock that were automatically added to the shares authorized for issuance under the ESPP pursuant to an “evergreen” provision contained therein on January 1, 2026. Pursuant to such provision, the number of Class A Common stock reserved for issuance under the ESPP automatically increases on January 1st of each fiscal year, starting on January 1, 2020 and ending on and including January 1, 2029, in an amount equal to the lesser of (a) 1% of the total shares of all of the Company’s classes of common stock outstanding (on an as-converted basis) on the last day of the immediately preceding calendar year and (b) such smaller number of shares as determined by the Registrant’s board of directors.



Courtney M.W. Tygesson
+1 312 881 6680
ctygesson@cooley.com

February 27, 2026

Sprout Social, Inc.
131 South Dearborn Street, Suite 700
Chicago, Illinois 60603

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Sprout Social, 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 (the "**Commission**"), covering the offering of up to 3,573,414 shares (the "**Shares**") of the Company's Class A common stock, \$0.0001 par value per share (the "**Common Stock**"), consisting of (a) 2,977,845 shares of Common Stock issuable pursuant to the Company's 2019 Incentive Award Plan (the "**Incentive Plan**") and (b) 595,569 shares of Common Stock issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company. 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 Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



Sprout Social, Inc.
February 27, 2026
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This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Courtney M.W. Tygesson
Courtney M.W. Tygesson

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Sprout Social, Inc. of our report dated February 27, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Sprout Social, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
February 27, 2026

