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

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

PAGERDUTY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of Incorporation or organization)

27-2793871
(I.R.S. Employer Identification No.)

**600 Townsend St., Suite 200
San Francisco, California 94103
(844) 800-3889**
(Address of principal executive offices) (Zip code)

**PagerDuty, Inc. 2019 Equity Incentive Plan
PagerDuty, Inc. 2019 Employee Stock Purchase Plan**
(Full title of the plan)

**Jennifer G. Tejada
Chief Executive Officer
PagerDuty, Inc.
600 Townsend St., Suite 200
San Francisco, California 94103**
(Name and address of agent for service)

(844) 800-3889
(Telephone number, including area code, of agent for service)

Copies to:

**David J. Segre
Jonie I. Kondracki
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**Christopher Ferro
PagerDuty, Inc.
600 Townsend St., Suite 200
San Francisco, California 94103
(844) 800-3889**

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

This Registration Statement on Form S-8 is being filed by PagerDuty, Inc. (the “*Registrant*”) to register (i) 4,248,974 additional shares of Common Stock, par value \$0.000005 per share, reserved for issuance under the Registrant's 2019 Equity Incentive Plan and (ii) 849,794 additional shares of Common Stock, par value \$0.000005 per share, reserved for issuance under the Registrant's 2019 Employee Stock Purchase Plan.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission (the “*Commission*”) are incorporated by reference into this Registration Statement:

- a. Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [April 15, 2019](#) (File No. 333-230889), [March 19, 2020](#) (File No. 333-237280), [March 19, 2021](#) (File No. 333-254503), [March 17, 2022](#) (File No. 333-263645), [March 16, 2023](#) (File No. 333-270609), [March 18, 2024](#) (File No. 333-278031), and [March 17, 2025](#) (File No. 333-285863) are hereby incorporated by reference in this Registration Statement to the extent not replaced hereby.
 - b. The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2026, filed with the Commission on March 12, 2026 (File No. 001-38856) pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).
 - c. The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 20, 2026](#) (File No. 001-38856) (with respect to Item 5.02 only) and [February 4, 2026](#) (File No. 001-38856).
 - d. The description of the Registrant’s Common Stock which is contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on April 2, 2019 (File No. 001-38856) under the Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.3](#) of the Registrant’s Annual Report on Form 10-K (001-38856) for the year ended January 31, 2020, filed with the SEC on March 19, 2020.
 - e. All other reports and documents subsequently filed by the Registrant 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.
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ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of PagerDuty, Inc.	8-K	001-38856	3.1	April 15, 2019	
3.2	Amended and Restated Bylaws of PagerDuty, Inc.	8-K	001-38856	3.2	April 15, 2019	
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.					X
10.1	PagerDuty, Inc. 2019 Equity Incentive Plan, as amended, and forms of agreements thereunder	10-K	001-38856	10.1	March 17, 2022	
10.2	PagerDuty, Inc. 2019 Employee Stock Purchase Plan	S-1	333-230323	10.3	March 21, 2019	
23.1	Consent of PricewaterhouseCoopers LLP					X
23.2	Consent of Ernst & Young LLP					X
23.3	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1)					X
24.1	Power of Attorney (reference is made to the signature page hereto)					X
107	Filing Fee Table					X

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 San Francisco, State of California, on March 12, 2026.

PAGERDUTY, INC.

By: /s/ Jennifer G. Tejada
Jennifer G. Tejada
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jennifer G. Tejada, Owen Howard Wilson, and Christopher Ferro, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Jennifer G. Tejada</u> Jennifer G. Tejada	Chief Executive Officer and Director (Principal Executive Officer)	March 12, 2026
<u>/s/ Owen Howard Wilson</u> Owen Howard Wilson	Chief Financial Officer (Principal Financial Officer)	March 12, 2026
<u>/s/ Paul Underwood</u> Paul Underwood	Chief Accounting Officer (Principal Accounting Officer)	March 12, 2026
<u>/s/ Scott Aronson</u> Scott Aronson	Director	March 12, 2026
<u>/s/ Teresa Carlson</u> Teresa Carlson	Director	March 12, 2026
<u>/s/ Donald J. Carty</u> Donald J. Carty	Director	March 12, 2026
<u>/s/ Sarah Franklin</u> Sarah Franklin	Director	March 12, 2026
<u>/s/ Elena Gomez</u> Elena Gomez	Director	March 12, 2026
<u>/s/ William Losch</u> William Losch	Director	March 12, 2026
<u>/s/ Rathi Murthy</u> Rathi Murthy	Director	March 12, 2026
<u>/s/ Zachary Nelson</u> Zachary Nelson	Director	March 12, 2026
<u>/s/ Bonita Stewart</u> Bonita Stewart	Director	March 12, 2026

Calculation of Filing Fee Table

Form S-8 (Form Type)

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

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2019 Equity Incentive Plan Common Stock, par value \$0.000005 per share	Rule 457(c) and Rule 457(h)	4,248,974 ⁽²⁾	\$7.78 ⁽⁴⁾	\$33,057,017.72	\$0.00013810	\$4,565.17
Equity	2019 Employee Stock Purchase Plan Common Stock, par value \$0.000005 per share	Rule 457(c) and Rule 457(h)	849,794 ⁽³⁾	\$6.62 ⁽⁵⁾	\$5,625,636.28	\$0.00013810	\$776.90
Total Offering Amounts					\$ 38,682,654.00		\$ 5,342.07
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$ 5,342.07

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock (“Common Stock”) of PagerDuty, Inc. (the “Registrant”) that become issuable under the Registrant’s 2019 Equity Incentive Plan (the “2019 Plan”) and the Registrant’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2019 Plan on February 1, 2026 pursuant to an “evergreen” provision contained in the 2019 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2019 Plan automatically increases on February 1 of each calendar year until and including February 1, 2029 in an amount equal to (i) 5% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the preceding calendar month or (ii) a lesser number of shares as determined by the Registrant’s board of directors.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2019 ESPP on February 1, 2026 pursuant to an “evergreen” provision contained in the 2019 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2019 ESPP automatically increases on February 1 of each calendar year until and including February 1, 2029 in an amount equal to the lesser of (i) 1% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the calendar month before the date of the automatic increase, and (ii) 1,850,000 shares of Common Stock, or (iii) a lower number determined by the Registrant’s board of directors.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of Common Stock as reported on The New York Stock Exchange on March 5, 2026.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of Common Stock as reported on The New York Stock Exchange on March 5, 2026, multiplied by 85%.

March 12, 2026

PagerDuty, Inc.
600 Townsend St., Suite 200
San Francisco, CA 94103

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “*Registration Statement*”) to be filed by PagerDuty, Inc., a Delaware corporation, with the Securities and Exchange Commission, on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of shares of your common stock, par value \$0.000005 per share (the “*Shares*”), consisting of: (i) 4,248,974 shares of common stock to be issued under the PagerDuty, Inc. 2019 Equity Incentive Plan (the “*2019 EIP*”); and (ii) 849,794 shares of common stock to be issued under the PagerDuty, Inc. 2019 Employee Stock Purchase Plan (together with the 2019 EIP, the “*Plans*”).

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

* * *

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of PagerDuty, Inc. of our report dated March 12, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in PagerDuty, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2026.

/s/ PricewaterhouseCoopers LLP
San Francisco, California
March 12, 2026

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the PagerDuty, Inc. 2019 Equity Incentive Plan and PagerDuty, Inc. 2019 Employee Stock Purchase Plan of our report dated March 15, 2024, with respect to the consolidated financial statements of PagerDuty, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2026, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
San Francisco, California
March 12, 2026