
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

FIGMA, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-2843087
(I.R.S. Employer
Identification Number)

760 Market Street, Floor 10
San Francisco, California 94102
(415) 890-5404
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2025 Equity Incentive Plan
2025 Employee Stock Purchase Plan
(Full title of the plans)

Dylan Field
Chair of the Board of Directors, Chief Executive Officer, and President
760 Market Street, Floor 10
San Francisco, California 94102
(415) 890-5404
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Michael T. Esquivel
Ran D. Ben-Tzur
Jennifer J. Hitchcock
Aman D. Singh
Chance L. Goldberg
Fenwick & West LLP
Silicon Valley Center
801 California Street
Mountain View, California 94041
(650) 988-8500

Brendan Mulligan
Amanda Westendorf
Brendan Brown
Figma, Inc.
760 Market Street, Floor 10
San Francisco, California 94102
(415) 890-5404

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Figma, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register (a) 25,652,128 of the Registrant’s Class A common stock available for issuance under the Registrant’s 2025 Equity Incentive Plan (the “**2025 Plan**”) pursuant to the provision of the 2025 Plan providing for an annual automatic increase in the number of shares reserved for issuance under the 2025 Plan on January 1, 2026 and (b) 5,130,425 of the Registrant’s Class A common stock available for issuance under the Registrant’s 2025 Employee Stock Purchase Plan (the “**ESPP**”) pursuant to the provision of the ESPP providing for an annual automatic increase in the number of shares reserved for issuance under the ESPP on January 1, 2026. This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous Registration Statement on Form S-8 filed with the Commission on July 31, 2025 (Registration No. 333-289148). In accordance with the instructional note of Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the Commission on February 18, 2026;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) the description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-42761) filed with the Commission on July 22, 2025 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.2 to the Registrant’s Annual Report on [Form 10-K](#) referred to in (a) above.

All reports and documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such reports and documents, except as to specific sections of such reports or documents as set forth therein. Unless expressly incorporated into this Registration Statement, a report deemed to be furnished but not filed on a Current Report on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a report or 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 report or document, which 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.

As of the date of this Registration Statement, individuals and entities associated with Fenwick & West LLP beneficially own an aggregate of 698,348 shares of the Registrant's Class A common stock.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of Figma, Inc.	S-8	333-289901	3.1	8/27/2025	
4.2	Amended and Restated Bylaws of Figma, Inc.	S-8	333-289901	3.2	8/27/2025	
4.3	Form of Class A Common Stock certificate of Figma, Inc.	S-1/A	333-288451	4.1	7/21/2025	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of Fenwick & West LLP (included in Exhibit 5.1).					X
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	Figma, Inc. 2025 Equity Incentive Plan and related form agreements.	10-Q	001-42761	10.2	11/05/2025	
99.2	Figma, Inc. 2025 Employee Stock Purchase Plan and related form agreements.	S-1	333-288451	10.5	7/01/2025	
107.1	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, on this 18 day of February, 2026.

FIGMA, INC.

By: /s/ Dylan Field
Dylan Field
Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dylan Field and Praveer Melwani, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, 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 for 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 his or her 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 on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dylan Field</u> Dylan Field	Chair of the Board of Directors, Chief Executive Officer, and President (Principal Executive Officer)	February 18, 2026
<u>/s/ Praveer Melwani</u> Praveer Melwani	Chief Financial Officer and Treasurer (Principal Financial Officer)	February 18, 2026
<u>/s/ Tyler Herb</u> Tyler Herb	Chief Accounting Officer (Principal Accounting Officer)	February 18, 2026
<u>/s/ Mamoon Hamid</u> Mamoon Hamid	Director	February 18, 2026
<u>/s/ Kelly A. Kramer</u> Kelly A. Kramer	Director	February 18, 2026
<u>/s/ Michel Krieger</u> Michel Krieger	Director	February 18, 2026
<u>/s/ John Lilly</u> John Lilly	Director	February 18, 2026
<u>/s/ William R. McDermott</u> William R. McDermott	Director	February 18, 2026
<u>/s/ Andrew Reed</u> Andrew Reed	Director	February 18, 2026
<u>/s/ Danny Rimer</u> Danny Rimer	Director	February 18, 2026
<u>/s/ Lynn Vojvodich Radakovich</u> Lynn Vojvodich Radakovich	Director	February 18, 2026
<u>/s/ Luis von Ahn</u> Luis von Ahn	Director	February 18, 2026

Calculation of Filing Fee Tables

S-8

Figma, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A common stock, \$0.00001 par value per share	Other	25,652,128	\$ 21.99	564,090,294.72	\$ 0.0001381	\$ 77,900.87
2 Equity	Class A common stock, \$0.00001 par value per share	Other	5,130,425	\$ 18.70	\$ 95,938,947.50	0.0001381	\$ 13,249.17
Total Offering Amounts:					\$		\$ 91,150.04
					660,029,242.22		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 91,150.04

Offering Note

1

a. 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 Class A common stock of Figma, Inc. (the "Registrant") that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Class A common stock.

b. Represents 25,652,128 additional shares of the Registrant's Class A common stock available for issuance under the Registrant's 2025 Equity Incentive Plan ("2025 Plan") pursuant to the provision of the 2025 Plan providing for an annual automatic increase in the number of shares reserved for issuance under the 2025 Plan.

c. Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee for the additional shares to be reserved under the 2025 Plan, on the basis of the average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange ("NYSE") on February 12, 2026.

2

See Note 1.a. above.

a. Represents 5,130,425 additional shares of the Registrant's Class A common stock available for issuance under the Registrant's 2025 Employee Stock Purchase Plan (the "ESPP") pursuant to the provision of the ESPP providing for an annual automatic increase in the number of shares reserved for issuance under the ESPP.

b. Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee for the additional shares to be reserved under the ESPP, on the basis of the average of the high and low prices of the Registrant's Class A common stock as reported on NYSE on February 12, 2026.



730 Arizona Avenue
1st Floor
Santa Monica, CA 90401

310.434.5400
Fenwick.com

February 18, 2026

Figma, Inc.
760 Market Street, Floor 10
San Francisco, California 94102

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Figma, Inc., a Delaware corporation (the “**Company**”), we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on or about February 18, 2026 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 30,782,553 shares (the “**Shares**”) of the Company’s Class A Common Stock, \$0.00001 par value per share (the “**Class A Common Stock**”), that consists of (a) 25,652,128 additional Shares that are subject to issuance by the Company upon the exercise or settlement of awards granted or to be granted under the Company’s 2025 Equity Incentive Plan (the “**2025 Plan**”) pursuant to the provision of the 2025 Plan providing for an annual 5% automatic increase in the number of shares reserved for issuance thereunder and (b) 5,130,425 additional Shares that are subject to issuance by the Company pursuant to purchase rights to acquire shares of Class A Common Stock granted or to be granted under the Company’s 2025 Employee Stock Purchase Plan (the “**ESPP**”) pursuant to the provision of the ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance thereunder. The 2025 Plan and the ESPP are each individually referred to herein as a “**Plan**” and collectively referred to in this letter as the “**Plans**”.

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company. We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP
FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2025 Equity Incentive Plan and 2025 Employee Stock Purchase Plan of Figma, Inc. of our report dated February 18, 2026, with respect to the consolidated financial statements of Figma, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
February 18, 2026