

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)

2012 Equity Incentive Plan
2021 Executive Equity Incentive Plan
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
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Mountain View, California 94041
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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 definition 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. ☐

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (this “Registration Statement”) and has been or will be sent or given to participating service providers in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

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

- (a) the Registrant’s [prospectus](#) filed on July 31, 2025 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-288451), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed; and
- (b) 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 amendment or report filed for the purpose of updating such description.

All reports and documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 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) 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 filing such documents, except as to specific sections of such documents as set forth therein. 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law (the “DGCL”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity

to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the DGCL are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act. As permitted by the DGCL, the Registrant's amended and restated certificate of incorporation to be effective immediately upon the completion of the Registrant's initial public offering contains provisions that eliminate the personal liability of its directors and officers for monetary damages for any breach of fiduciary duties in their role, except liability for the following:

- any breach of the director's or officer's duty of loyalty to the Registrant or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL;
- any transaction from which the director or officer derived an improper personal benefit; and
- with respect to officers, any action by or in the right of the corporation.

As permitted by the DGCL, the Registrant's amended and restated bylaws to be effective immediately upon the completion of the Registrant's initial public offering provide that:

- the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the DGCL, subject to limited exceptions;
- the Registrant may indemnify its other employees and agents as set forth in the DGCL;
- the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the DGCL, subject to limited exceptions; and
- the rights conferred in the Registrant's restated bylaws are not exclusive.

In addition, the Registrant has or intends to enter into indemnification agreements with each of its current directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's amended and restated certificate of incorporation and amended and restated bylaws and to provide additional procedural protections. There is no pending litigation or proceeding involving a director or executive officer of the Registrant for which indemnification is sought. Reference is also made to the underwriting agreement entered into by the Registrant and the underwriters in connection with the Registrant's initial public offering, which provides for the indemnification of executive officers, directors and controlling persons of the Registrant against certain liabilities. The indemnification provisions in the Registrant's amended and restated certificate of incorporation, amended and restated bylaws and the indemnification agreements entered into between the Registrant and each of its directors and executive officers may be sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

The Registrant currently carries directors' and officers' liability insurance for securities matters.

See also the undertakings set out in response to Item 9 hereof.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Restated Certificate of Incorporation of the Registrant, as amended and currently in effect.	S-1	333-288451	3.1	7/1/2025	
3.2	Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect immediately prior to completion of the Registrant's initial public offering.	S-1/A	333-288451	3.2	7/21/2025	
3.3	Amended and Restated Bylaws of the Registrant, as currently in effect.	S-1	333-288451	3.3	7/1/2025	
3.4	Form of Amended and Restated Bylaws of the Registrant, to be in effect immediately prior to completion of the Registrant's initial public offering.	S-1	333-288451	3.4	7/1/2025	
4.1	Form of Class A Common Stock certificate.	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 (contained 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 to this Registration Statement).					X
99.1	Figma, Inc. Amended and Restated 2012 Equity Incentive Plan and related form agreements.	S-1	333-288451	10.2	7/1/2025	
99.2	Figma, Inc. 2021 Executive Equity Incentive Plan and related form agreements.	S-1	333-288451	10.3	7/1/2025	
99.3	Figma, Inc. 2025 Equity Incentive Plan and related form agreements.	S-1	333-288451	10.4	7/1/2025	
99.4	Figma, Inc. 2025 Employee Stock Purchase Plan and related form agreements.	S-1	333-288451	10.5	7/1/2025	
107	Filing Fee Table.					X

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value

of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 San Francisco, California, on the 31st day of July, 2025.

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 attorneys-in-fact, proxies, and agents, each with full power of substitution, for him or her 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, proxies, and agents 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, proxies, and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ Dylan Field Dylan Field	Chair of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)	7/31/2025
_____ /s/ Praveer Melwani Praveer Melwani	Chief Financial Officer and Treasurer (Principal Financial Officer)	7/31/2025
_____ /s/ Tyler Herb Tyler Herb	Chief Accounting Officer (Principal Accounting Officer)	7/31/2025
_____ /s/ Mamoon Hamid Mamoon Hamid	Director	7/31/2025
_____ /s/ Kelly A. Kramer Kelly A. Kramer	Director	7/31/2025
_____ /s/ Michel Krieger Michel Krieger	Director	7/31/2025
_____ /s/ John Lilly John Lilly	Director	7/31/2025
_____ /s/ William R. McDermott William R. McDermott	Director	7/31/2025
_____ /s/ Andrew Reed Andrew Reed	Director	7/31/2025
_____ /s/ Danny Rimer Danny Rimer	Director	7/31/2025
_____ /s/ Lynn Vojvodich Radakovich Lynn Vojvodich Radakovich	Director	7/31/2025
_____ /s/ Luis von Ahn Luis von Ahn	Director	7/31/2025

Calculation of Filing Fee Tables

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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, par value \$0.00001 per share - To be issued under the 2025 Equity Incentive Plan	Other	74,335,182	\$ 33.00	\$ 2,453,061,006.00	0.0001531	\$ 375,563.64
2	Equity	Class A Common Stock, par value \$0.00001 per share - To be issued under the 2025 Employee Stock Purchase Plan	Other	11,600,000	\$ 28.05	\$ 325,380,000.00	0.0001531	\$ 49,815.68
3	Equity	Class A Common Stock, par value \$0.00001 per share - Outstanding under the 2012 Equity Incentive Plan (Stock Options)	Other	22,679,001	\$ 9.77	\$ 221,573,839.77	0.0001531	\$ 33,922.95
4	Equity	Class A Common Stock, par value \$0.00001 per share - Outstanding under the 2012 Equity	Other	52,503,377	\$ 33.00	\$ 1,732,611,441.00	0.0001531	\$ 265,262.81

		Incentive Plan (RSUs)						
5	Equity	Class A Common Stock, par value \$0.00001 per share - Outstanding under the 2021 Executive Equity Plan (RSUs)	Other	40,210,338		\$ 0.00	0.0001531	\$ 0.00
6	Equity	Class B Common Stock, par value \$0.00001 per share - Outstanding under the 2021 Executive Equity Plan (RSUs)	Other	40,210,338	\$ 33.00	1,326,941,154.00	\$ 0.0001531	\$ 203,154.69
Total Offering Amounts:						\$		\$ 927,719.77
						6,059,567,440.77		
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 927,719.77

Offering Note

1

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 Figma, Inc.'s (the "Registrant") Class A common stock or Class B common stock 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 receipt of consideration that increases the number of the Registrant's outstanding shares of Class A common stock or Class B common stock.

1.b. Represents shares of Class A common stock reserved for issuance under the Registrant's 2025 Equity Incentive Plan (the "2025 Plan"), including 2,867,647 shares of Class A common stock previously reserved but unissued under the Registrant's 2012 Equity Incentive Plan (the "2012 Plan") that are now available for issuance under the 2025 Plan, 1,002,167 shares of the Registrant's Class A common stock previously reserved but unissued under the Registrant's 2021 Executive Equity Incentive Plan (the "2021 Plan"), and 12,465,368 shares of Class A common stock and Class B common stock withheld to satisfy tax obligations in connection with the settlement of restricted stock units upon the effectiveness of the Registrant's Form S-1 (File No. 333-288451), which were originally issued under the 2012 Plan or the 2021 Plan and were returned to the 2025 Plan pool in accordance with the terms of the 2012 Plan, the 2021 Plan and the 2025 Plan as of the date of this Registration Statement. To the extent outstanding awards under the 2012 Plan or 2021 Plan are forfeited, lapse unexercised, repurchased, are used to pay the exercise price of an award or are withheld to satisfy tax obligations of an award or would otherwise have been returned to the share reserve under the 2012 Plan or 2021 Plan, the shares of Class A common stock or Class B common stock, as applicable, subject to such awards instead will be available for future issuance as Class A common stock under the 2025 Plan.

1.c. Calculated solely for the purpose of this offering under Rule 457(h) of the Securities Act on the basis of the initial public offering price per share of \$33.00 as set forth in the Form S-1 Registration Statement.

2

See note 1.a. above.

2.a. Represents shares of Class A common stock reserved for issuance under the Registrant's 2025 Employee Stock Purchase Plan (the "2025 ESPP") as of the date of this Registration Statement.

2.b. Calculated solely for the purpose of this offering under Rule 457(h) of the Securities Act on the basis of the initial public offering price per share of the Registrant's Class A common stock multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2025 ESPP.

3

See notes 1.a. and 1.b. above.

3.a. Represents shares of Class A common stock reserved for issuance pursuant to stock options outstanding under the Registrant's 2012 Plan as of the date of this Registration Statement. Any shares of Class A common stock that are subject to awards under the 2012 Plan that are forfeited, lapse unexercised, are used to pay the exercise price of an award or are withheld to satisfy tax obligations for an award, or would otherwise have been returned to the share reserve under the 2012 Plan following the effectiveness of the 2025 Plan, instead will be available for issuance as Class A common stock under the 2025 Plan.

3.b. Calculated solely for the purpose of this offering under Rule 457(h) of the Securities Act on the basis of the weighted average exercise price for outstanding stock option awards of \$9.77 per share (rounded up to the nearest cent) as of the date of this Registration Statement.

4

See note 1.a., 1.b. and 1.c. above.

4.a. Represents shares of the Registrant's Class A common stock reserved for issuance pursuant to restricted stock units outstanding under the 2012 Plan as of the date of this Registration Statement. Any shares of Class A common stock that are subject to awards under the 2012 Plan that are forfeited, lapse unexercised, are withheld to satisfy tax obligations for an award, or would otherwise have been returned to the share reserve under the 2012 Plan following the effectiveness of the 2025 Plan, instead will be available for issuance as Class A common stock under the 2025 Plan.

5

See note 1.a. above.

5.a. Represents shares of the Registrant's Class A common stock issuable upon conversion, on a one-for-one basis, of shares of Class B common stock issuable pursuant to restricted stock units outstanding under the 2021 Plan as of the date of this Registration Statement.

5.b. Pursuant to Rule 457(i) under the Securities Act, there is no fee associated with the registration of shares of Class A common stock issuable upon conversion of the shares of any Class B common stock (a convertible security) being registered under this Registration Statement because no additional consideration will be received in connection with the conversion of Class B common stock.

6

See notes 1.a., 1.b. and 1.c. above.

6.a. Represents shares of the Registrant's Class B common stock reserved for issuance pursuant to restricted stock units outstanding under the 2021 Plan as of the date of this Registration Statement. Any shares of Class B common stock that are subject to awards under the 2021 Plan that are forfeited, lapse unexercised, are withheld to satisfy tax obligations of an award, or would otherwise have been returned to the share reserve under the 2021 Plan following the effectiveness of the 2025 Plan, instead will be available for issuance as Class A common stock under the 2025 Plan.



July 31, 2025

Figma, Inc.
760 Market Street, Floor 10
San Francisco, CA 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 July 31, 2025 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of: (i) 201,327,898 shares of the Company’s Class A common stock, \$0.00001 par value per share (the “**Class A Common Stock**”) subject to issuance by the Company (a) upon the exercise or settlement of awards granted or to be granted under the Company’s 2025 Equity Incentive Plan (the “**2025 Plan**”), (b) pursuant to purchase rights to acquire shares of Common Stock to be granted under the Company’s 2025 Employee Stock Purchase Plan (the “**2025 Purchase Plan**”), (c) upon the exercise or settlement of awards granted under the Company’s 2012 Equity Incentive Plan (the “**2012 Plan**”), and (d) pursuant to the conversion of shares of the Company’s Class B common stock, \$0.00001 par value per share (the “**Class B Common Stock**”), subject to outstanding restricted stock units awarded under the Company’s 2021 Executive Equity Incentive Plan ((the “**2021 Executive Plan**,” and, together with the 2025 Plan, the 2025 Purchase Plan, and the 2012 Plan, the “**Plans**”)) and (ii) 40,210,338 shares of Class B Common Stock that are subject to issuance by the Company upon the exercise or settlement of awards granted under the 2021 Executive Plan.

The 201,327,898 shares of Class A Common Stock described in clause (i) of the preceding paragraph and the 40,210,338 shares of Class B Common Stock described in clause (ii) of the preceding paragraph are collectively referred to herein as the “**Shares**”.

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.

In connection with our opinion expressed below, we have assumed that the Company’s Amended and Restated Certificate of Incorporation, a form of which has been filed as an exhibit to the Company’s Registration Statement on Form S-1, initially filed on July 1, 2025 and as amended thereafter, is filed with the Secretary of State of the State of Delaware before issuance of the Shares.

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 2012 Equity Incentive Plan, 2021 Executive Equity Incentive Plan, 2025 Equity Incentive Plan and 2025 Employee Stock Purchase Plan of Figma, Inc. of our report dated April 15, 2025, with respect to the consolidated financial statements of Figma, Inc. included in its Registration Statement (Form S-1 No. 333-288451) and related Prospectus for the registration of shares of its Class A common stock, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
July 31, 2025