

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

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

**Snowflake Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-0636374**  
(I.R.S. Employer  
Identification No.)

**Suite 3A, 106 East Babcock Street  
Bozeman, Montana 59715  
(844) 766-9355**  
(Address of principal executive offices)<sup>1</sup> (Zip code)

**Snowflake Inc. 2020 Equity Incentive Plan  
Snowflake Inc. 2020 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Derk Lupinek  
General Counsel  
Snowflake Inc.  
Suite 3A, 106 East Babcock Street  
Bozeman, Montana 59715  
(844) 766-9355**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

**Copies to:  
Jon Avina  
Milson Yu  
Cooley LLP  
3175 Hanover Street  
Palo Alto, California 94304  
(650) 843-5000**

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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, Snowflake 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 (i) 16,934,772 additional shares of its Class A common stock under the Registrant's 2020 Equity Incentive Plan (the "**2020 Plan**"), pursuant to the provisions of the 2020 Plan providing for an automatic increase in the number of shares of the Registrant's Class A common stock reserved and available for issuance under the 2020 Plan on February 1, 2024, and that have become available for issuance under the 2020 Plan as a result of the expiration, cash settlement, forfeiture, repurchase, withholding, or reacquisition of stock options or other stock awards that had been granted under the Registrant's 2012 Equity Incentive Plan, and (ii) 3,341,609 additional shares of its Class A common stock under the Registrant's 2020 Employee

Stock Purchase Plan (the “**2020 ESPP**” and together with the 2020 Plan, the “**Plans**”), pursuant to the provisions of the 2020 ESPP providing for an automatic increase in the number of shares of the Registrant’s Class A common stock reserved and available for issuance under the 2020 ESPP on February 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Class A common stock for issuance under the Plans on Registration Statements on Form S-8 filed with the Commission on September 16, 2020 (File No. [333-248830](#)), March 31, 2021 (File No. [333-254920](#)), March 30, 2022 (File No. [333-263986](#)), and March 29, 2023 (File No. [333-270940](#)). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above except as set forth below.

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<sup>1</sup> The Registrant is a Delaware corporation with a globally distributed workforce and no corporate headquarters. Under the Securities and Exchange Commission’s rules, the Registrant is required to designate a “principal executive office.” For purposes of this registration statement, it has designated its office in Bozeman, Montana as its principal executive office.

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## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2024, filed with the Commission on March 26, 2024.
- (b) The Registrant's Current Reports on Form 8-K, filed with the Commission on February 28, 2024 (only Item 5.02 for the [first report](#) and only Item 5.02 and Exhibit 10.1 for the [second report](#)).
- (c) The description of the Registrant's Class A Common Stock which is contained in (i) the Registrant's Registration Statement on [Form 8-A](#) filed on September 9, 2020 (File No. 001-39504) under the Exchange Act of 1934, as amended (the "**Exchange Act**"), and (ii) any amendment or report filed for the purpose of updating such description, including Exhibit 4.3 to the Registrant's Annual Report on Form 10-K referenced in (a) above.
- (d) 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.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

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**ITEM 8. EXHIBITS**

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Snowflake Inc.</a>	8-K	001-39504	3.1	September 18, 2020
4.2	<a href="#">Amended and Restated Bylaws of Snowflake Inc.</a>	8-K	001-39504	3.1	November 29, 2023
4.3	<a href="#">Certificate of Retirement.</a>	8-K	001-39504	3.1	March 3, 2021
4.4	<a href="#">Form of Class A Common Stock Certificate.</a>	S-1/A	333-248280	4.1	September 8, 2020
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
23.2*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</a>				
24.1*	<a href="#">Power of Attorney (included on signature page).</a>				
99.1	<a href="#">2020 Equity Incentive Plan.</a>	S-1/A	333-248280	10.6	September 8, 2020
99.2	<a href="#">Forms of Notice of Stock Option Grant, Global Stock Option Agreement, and Exercise Notice under 2020 Equity Incentive Plan.</a>	10-K	001-39504	10.5	March 26, 2024
99.3	<a href="#">Form of Restricted Stock Unit Award Agreement under 2020 Equity Incentive Plan.</a>	10-K	001-39504	10.6	March 26, 2024
99.4	<a href="#">2020 Employee Stock Purchase Plan.</a>	S-1/A	333-248280	10.9	September 8, 2020
107.1*	<a href="#">Calculation of Filing Fee Table.</a>				

\* 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 San Mateo, State of California, on March 26, 2024.

**SNOWFLAKE INC.**

By: /s/ Sridhar Ramaswamy  
Name: Sridhar Ramaswamy  
Title: Chief Executive Officer

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sridhar Ramaswamy, Michael P. Scarpelli and Emily Ho, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 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, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sridhar Ramaswamy</u> Sridhar Ramaswamy	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 26, 2024
<u>/s/ Michael P. Scarpelli</u> Michael P. Scarpelli	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 26, 2024
<u>/s/ Emily Ho</u> Emily Ho	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 26, 2024
<u>/s/ Frank Slooman</u> Frank Slooman	Chairman of the Board	March 26, 2024
<u>/s/ Benoit Dageville</u> Benoit Dageville	Director	March 26, 2024
<u>/s/ Teresa Briggs</u> Teresa Briggs	Director	March 26, 2024
<u>/s/ Jeremy Burton</u> Jeremy Burton	Director	March 26, 2024
<u>/s/ Stephen B. Burke</u> Stephen B. Burke	Director	March 26, 2024
<u>/s/ Mark S. Garrett</u> Mark S. Garrett	Director	March 26, 2024
<u>/s/ Kelly A. Kramer</u> Kelly A. Kramer	Director	March 26, 2024
<u>/s/ Mark D. McLaughlin</u> Mark D. McLaughlin	Director	March 26, 2024
<u>/s/ Michael L. Speiser</u> Michael L. Speiser	Director	March 26, 2024
<u>/s/ Jayshree V. Ullal</u> Jayshree V. Ullal	Director	March 26, 2024

## Calculation of Filing Fee Table

Form S-8  
(Form Type)

Snowflake Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee <sup>(2)</sup>
Equity	Class A Common Stock, par value \$0.0001 per share	Other <sup>(3)</sup>	16,934,772 <sup>(5)</sup>	\$158.18 <sup>(3)</sup>	\$2,678,742,235	0.0001476	\$395,383
Equity	Class A Common Stock, par value \$0.0001 per share	Other <sup>(4)</sup>	3,341,609 <sup>(6)</sup>	\$134.45 <sup>(4)</sup>	\$449,279,331	0.0001476	\$66,314
<b>Total Offering Amounts</b>					<b>\$3,128,021,566</b>		<b>\$461,697</b>
<b>Total Fee Offsets</b>							<b>\$—</b>
<b>Net Fee Due</b>					<b>\$3,128,021,566</b>		<b>\$461,697</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement on Form S-8 shall also cover any additional shares of Class A common stock of Snowflake Inc. (the "**Registrant**") 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 the Registrant's Class A common stock, as applicable.
- (2) The Registrant does not have any fee offsets.
- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee 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 on March 25, 2024.
- (4) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee 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 on March 25, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant's 2020 Employee Stock Purchase Plan (the "**2020 ESPP**").
- (5) Represents (i) an automatic annual increase equal to 5% of the total number of shares of the Registrant's Class A common stock outstanding on January 31, 2024, which annual increase is provided by the Registrant's 2020 Equity Incentive Plan (the "**2020 Plan**") plus (ii) 226,725 shares of the Registrant's Class A common stock that have become available for issuance under the 2020 Plan as a result of the expiration, cash settlement, forfeiture, repurchase, withholding, or reacquisition of stock options or other stock awards that had been granted under the Registrant's 2012 Equity Incentive Plan, pursuant to the terms of the 2020 Plan.
- (6) Represents an automatic annual increase equal to 1% of the total number of shares of the Registrant's Class A common stock outstanding on January 31, 2024, which annual increase is provided by the 2020 ESPP.



Jon C. Avina  
T: +1 650 843 5307  
javina@cooley.com

March 26, 2024

Snowflake Inc.  
106 East Babcock Street  
Suite 3A  
Bozeman, MT 59715

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Snowflake Inc., a Delaware corporation (the "**Company**") in connection with the filing by the Company 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 20,276,381 shares (the "**Shares**") of Class A common stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (a) 16,934,772 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 EIP**") and (b) 3,341,609 shares of Common Stock issuable pursuant to the Company's 2020 Employee Stock Purchase Plan (together with the 2020 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and 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, opinions, 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 where authorization, execution and delivery are prerequisites to the effectiveness thereof. 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).

This opinion is limited to the matters expressly set forth in this letter, and no opinion 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/ Jon C. Avina  
Jon C. Avina

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Snowflake Inc. of our report dated March 26, 2024 relating to the financial statements and the effectiveness of internal controls over financial reporting, which appears in Snowflake Inc.'s Annual Report on Form 10-K for the year ended January 31, 2024.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
March 26, 2024