
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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



Atlassian Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

88-3940934
(IRS Employer
Identification No.)

350 Bush Street, Floor 13
San Francisco, California 94104
(Address of Principal Executive Offices, including Zip Code)

Amended and Restated 2015 Employee Stock Purchase Plan
(Full title of the plan)

Grant Reid
Deputy General Counsel
Atlassian Corporation
350 Bush Street, Floor 13
San Francisco, California 94104
(Name and address of agent for service)

(415) 701-1110
(Telephone number, including area code, of agent for service)

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 Accelerated filer Emerging growth company
Non-accelerated filer Smaller reporting 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**

This Registration Statement on Form S-8 is being filed by Atlassian Corporation (the "Registrant") to register 14,300,000 shares of Class A Common Stock of the Registrant, par value \$0.00001 per share (the "Class A Common Stock"), issuable under the Atlassian Corporation Amended and Restated 2015 Employee Stock Purchase Plan (the "ESPP").

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the "Commission") (i) on [December 10, 2015](#) (File No. 333-208436), as amended by the Post-Effective Amendments No. 1 to the Registration Statements on Form S-8 (File No. 333-208436) filed with the Commission on [October 4, 2022](#), is hereby incorporated in this Registration Statement by reference to the extent not replaced hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plan(s) covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2025, filed with the Commission on [August 15, 2025](#) (the "Annual Report")
- (b) the information specifically incorporated by reference into the Annual Report on Form 10-K for the fiscal year ended June 30, 2025 from our definitive proxy statement on Schedule 14A, filed with the Commission on [October 15, 2025](#).
- (c) the Registrant's Quarterly Reports on Form 10-Q for the quarter ended September 30, 2025 filed with the Commission on [October 31, 2025](#) and the quarter ended December 31, 2025 filed with the Commission on [February 6, 2026](#).
- (d) the Registrant's Current Report on Form 8-K, filed with the Commission on [August 7, 2025](#) (solely with respect to Item 5.02), [September 17, 2025](#), [October 30, 2025](#) (solely with respect to Items 5.02 and 8.01), [December 3, 2025](#), [December 22, 2025](#), and [January 15, 2026](#);
- (e) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (other than the reports, or portions thereof, not deemed to be filed) since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (f) the description of the Registrant's Class A Common Stock, which is contained in a Current Report on Form 8-K filed with the SEC on [October 3, 2022](#) pursuant to Rule 12g-3(a) promulgated under the Exchange Act, together with any amendment or report filed for the purpose of updating such description, including [Exhibit 4.6](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2024 filed on August 16, 2024.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 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 shares of Class A Common Stock registered hereunder have been sold or which deregisters all of such shares of Class A Common Stock then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into 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 for purposes of this Registration Statement to the extent that a statement contained herein,

or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier 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 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.

Exhibit Number	Exhibit Title	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-37651	3.1	10/3/2022
4.2	Amended and Restated Bylaws of the Registrant.	8-K	001-37651	3.2	10/3/2022
4.2	Specimen Class A Common Stock Certificate.	S-8	333-266998	4.3	10/4/2022
5.1	Opinion of Deputy General Counsel of the Registrant.	Filed Herewith			
23.1	Consent of Independent Registered Public Accounting Firm.	Filed Herewith			
23.2	Consent of Deputy General Counsel of the Registrant (included in Exhibit 5.1).	Filed Herewith			
24.1	Power of Attorney (contained on signature page hereto).	Filed Herewith			
99.1	Amended and Restated 2015 Share Employee Stock Purchase Plan.	DEF 14/A	001-37651	Appendix C	10/15/2025
107.1	Filing 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 Sydney, Australia, on February 6, 2026.

ATLASSIAN CORPORATION

By: /s/ Michael Cannon-Brookes
Michael Cannon-Brookes
Chief Executive Officer and Director

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Cannon-Brookes and Joseph Binz, and each 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 his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Atlassian Corporation, and any or all amendments (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 and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith 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 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>
<u>/s/ Michael Cannon-Brookes</u> Michael Cannon-Brookes	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 6, 2026
<u>/s/ Joseph Binz</u> Joseph Binz	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 6, 2026
<u>/s/ Gene Liu</u> Gene Liu	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 6, 2026
<u>/s/ Shona L. Brown</u> Shona L. Brown	Director and Chair	February 6, 2026
<u>/s/ Scott Belsky</u> Scott Belsky	Director	February 6, 2026
<u>/s/ Karen Dykstra</u> Karen Dykstra	Director	February 6, 2026
<u>/s/ Scott Farquhar</u> Scott Farquhar	Director	February 6, 2026
<u>/s/ Anil Sabharwal</u> Anil Sabharwal	Director	February 6, 2026
<u>/s/ Christian Smith</u> Christian Smith	Director	February 6, 2026
<u>/s/ Steven Sordello</u> Steven Sordello	Director	February 6, 2026
<u>/s/ Jason Warner</u> Jason Warner	Director	February 6, 2026
<u>/s/ Michelle Zatlyn</u> Michelle Zatlyn	Director	February 6, 2026

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)**Atlassian Corporation**
(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	Class A Common Stock, par value \$0.00001 per share, reserved for issuance under the Amended and Restated 2015 Share Incentive Plan	Rule 457(c) and Rule 457(h)	14,300,000 ⁽²⁾	87.08 ⁽³⁾	\$1,245,244,000.00	\$138.10 per \$1,000,000	\$171,968.20
	Total Offering Amounts		14,300,000		\$1,245,244,000.00		\$171,968.20
	Total Fees Offset						\$0.00
	Net Fee Due						\$171,968.20

⁽¹⁾ Pursuant to Rule 416 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, par value \$0.00001 per share, of the Registrant (the “Class A Common Stock”) which become issuable under the Atlassian Corporation Amended and Restated 2015 Share Incentive Plan (the “Plan”) by reason of any share dividend, share split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant’s outstanding shares of Class A Common Stock.

⁽²⁾ Represents shares of Class A Common Stock initially reserved for grant and issuance under the Plan as of the date of this Registration Statement.

⁽³⁾ Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant’s Class A Common Stock as quoted on The Nasdaq Global Select Market on February 5, 2026, a date within five business days prior to filing. Under the ESPP, the purchase price of a share of Class A common stock is equal to 85% of the fair market value of the Registrant’s Class A Common Stock on the offering date or the purchase date, whichever is less.



February 6, 2026

Atlassian Corporation
350 Bush Street, Floor 13
San Francisco, California 94104

To the addressee set forth above:

You have requested my opinion with respect to certain matters in connection with the filing by Atlassian Corporation (the "Registrant") 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 14.3 million shares of the Registrant's Class A Common Stock, par value \$0.00001 per share (the "Shares"), pursuant to the Registrant's Amended and Restated 2015 Employee Share Purchase Plan (the "Plan"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act"), and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

In connection with this opinion, I have examined such documents and such matters of fact and law as I have deemed necessary as a basis for this opinion. I have assumed the genuineness and authenticity of all documents submitted to me as originals, the conformity to originals of all documents submitted to me as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

I am opining herein as to the effect on the subject transactions of only the General Corporation Law of the State of Delaware ("DGCL"), and I express no opinion with respect to the applicability thereto or the effect thereon of any other laws or as to any matters of municipal law or any other local agencies within any state.

Subject to the foregoing and in reliance thereon, it is my opinion that, upon the issuance and sale of the Shares in accordance with the terms of the Plan and in the manner contemplated by the Registration Statement, and subject to the Registrant completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan and the Registration Statement, including, without limitation, receipt of legal consideration in excess of the par value of the Shares issued and, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers or when certificates representing the Shares have been signed by an authorized officer of the transfer agent and registrar therefor, the Shares will be validly issued, fully paid and nonassessable securities of the Registrant. In rendering the foregoing opinion, I have assumed that the Registrant will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

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

This opinion is solely for your benefit and may not be relied upon by any person without my prior written consent.

Very truly yours,

/s/ Grant Reid

Grant Reid
Deputy General Counsel, Atlassian Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2015 Employee Stock Purchase Plan of Atlassian Corporation of our reports dated August 15, 2025, with respect to the consolidated financial statements of Atlassian Corporation and the effectiveness of internal control over financial reporting of Atlassian Corporation included in its Annual Report (Form 10-K) for the year ended June 30, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
February 6, 2026