

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

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

BLOOM ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0565408
(I.R.S. Employer
Identification Number)

**4353 North First Street
San Jose, California 95134
(408) 543-1500**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**2018 Equity Incentive Plan
Amended and Restated 2018 Employee Stock Purchase Plan**
(Full title of the plan)

Shawn M. Soderberg
Executive Vice President, General Counsel and Secretary
Bloom Energy Corporation
4353 North First Street
San Jose, California 95134
(408) 543-1500
(Name, address, including zip code, and 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 small 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.

INTRODUCTION

This Registration Statement on Form S-8 is being filed by Bloom Energy Corporation (the “Registrant”) to register an additional 12,092,642 shares of Class A common stock, par value \$0.0001 per share, issuable to employees of the Registrant and certain of its subsidiaries under the Bloom Energy Corporation 2018 Equity Incentive Plan (the “2018 Equity Plan”) and the Bloom Energy Corporation Amended and Restated 2018 Employee Stock Purchase Plan (the “2018 ESPP”).

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on [July 26, 2018](#) (Registration No. 333-226369), [April 1, 2020](#) (Registration No. 333-237538), [February 26, 2021](#) (Registration No. 333-253625), [February 25, 2022](#) (Registration No. 333-263054), [August 9, 2022](#) (Registration No. 333-266703), and [February 21, 2023](#) (Registration No. 333-269891), which relate to the 2018 Equity Plan and the 2018 ESPP, are incorporated herein by reference and made a part hereof, except for those items being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 of the Registrant’s Quarterly Report on Form 10-Q filed with the Commission on September 7, 2018
4.2	Certificate of Amendment to the Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 of the Registrant’s Quarterly Report on Form 10-Q filed with the Commission on August 9, 2022
4.3	Certificate of Retirement for Class B Common Stock, incorporated by reference to Exhibit 3.2 of the Registrant’s Quarterly Report on Form 10-Q filed with the Commission on November 8, 2023

4.4	Amended and Restated Bylaws, incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Commission on August 11, 2023
5.1	Legal Opinion of Gibson, Dunn & Crutcher LLP
10.1	2018 Equity Incentive Plan, incorporated by reference to Exhibit 10.4 of the Registrant's Registration Statement on Form S-1/A filed with the Commission on July 9, 2018
10.2	Amended and Restated 2018 Employee Stock Purchase Plan, incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Commission on May 16, 2022
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included in signature page to this Registration Statement)
107	Calculation of Filing Fee Table

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 Jose, State of California, on this 15th day of February, 2024.

BLOOM ENERGY CORPORATION

By: /s/ Gregory Cameron

Name: Gregory Cameron

Title: President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints KR Sridhar and Gregory Cameron, and each of them acting individually, as his or her attorney-in-fact, with full power of substitution, for him or her and in any and all capacities, to sign any and all amendments to this Registration Statement on this Form S-8 (including any post-effective amendments thereto) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his 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>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KR Sridhar</u> KR Sridhar	Founder, Chief Executive Officer, Chairman and Director (Principal Executive Officer)	February 15, 2024
<u>/s/ Gregory Cameron</u> Gregory Cameron	President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 15, 2024
<u>/s/ Michael Boskin</u> Michael Boskin	Director	February 15, 2024
<u>/s/ Mary K. Bush</u> Mary K. Bush	Director	February 15, 2024
<u>/s/ John T. Chambers</u> John T. Chambers	Director	February 15, 2024
<u>/s/ Jeffrey Immelt</u> Jeffrey Immelt	Director	February 15, 2024
<u>/s/ Cynthia (CJ) Warner</u> Cynthia (CJ) Warner	Director	February 15, 2024
<u>/s/ Eddy Zervigon</u> Eddy Zervigon	Director	February 15, 2024

CALCULATION OF FILING FEE TABLE

Form S-8

Bloom Energy Corporation

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 \$0.0001 per share (“Class A Shares”), to be issued under the Bloom Energy Corporation 2018 Equity Incentive Plan (the “2018 Equity Plan”)	457(a)	9,674,114 (2)	\$11.50 (3)	\$111,252,311	\$147.60 per \$1,000,000	\$16,421
Equity	Class A Shares, to be issued under the Bloom Energy Corporation Amended and Restated 2018 Employee Stock Purchase Plan (the “2018 ESPP”)	457(a)	2,418,528 (4)	\$9.78 (5)	\$23,653,204	\$147.60 per \$1,000,000	\$3,491
Total Offering Amounts					\$134,905,515		\$19,912
Total Fee Offsets							\$0
Net Fee Due							\$19,912

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers shares issued pursuant to certain anti-dilution provisions as set forth in the 2018 Equity Plan and the 2018 ESPP, including, without limitation, shares issued as a result of any stock split, stock dividend, recapitalization or any other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the Registrant’s outstanding Class A Shares.

- (2) The number of Class A Shares available for issuance under the 2018 Equity Plan is subject to an automatic annual increase on January 1 of each of 2019 through 2028, with such annual increase equal to the lesser of (i) 4% of the number of Class A Shares and common stock equivalents (including options, restricted stock units, warrants and preferred stock on an as-converted basis) issued and outstanding on each December 31 immediately prior to the date of increase and (ii) such number of Class A Shares determined by the Registrant's Board of Directors (the "EIP Evergreen Provision"). Accordingly, the number of Class A Shares available for issuance under the 2018 Equity Plan was automatically increased by 9,674,114 shares effective January 1, 2024, which amount is equal to 4% of the number of Class A Shares and common stock equivalents (including options, restricted stock units, warrants and preferred stock on an as-converted basis) issued and outstanding as of December 31, 2023. This Registration Statement registers the 9,674,114 additional Class A Shares available for issuance under the 2018 Equity Plan as of January 1, 2024 as a result of the EIP Evergreen Provision.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$11.50 per share, which represents the average of the high and low prices of the Registrant's Class A Shares as reported on the New York Stock Exchange on February 9, 2024.
- (4) The number of Class A Shares available for issuance under the 2018 ESPP is subject to an automatic annual increase on January 1 of each calendar year, with such annual increase equal to 1% of the total number of outstanding Class A Shares and common stock equivalents (including options, restricted stock units, warrants and preferred stock on an as converted basis) outstanding on the immediately preceding December 31 (rounded down to the nearest whole share); provided, that the Registrant's Board of Directors or the Compensation Committee of the Board of Directors may in its sole discretion reduce the amount of the increase in any particular year (the "ESPP Evergreen Provision"). Accordingly, the number of Class A Shares available for issuance under the 2018 ESPP was automatically increased by 2,418,528 shares effective January 1, 2024, which amount is equal to 1% of the number of Class A Shares and common stock equivalents (including options, restricted stock units, warrants and preferred stock on an as-converted basis) issued and outstanding as of December 31, 2023. This Registration Statement registers the 2,418,528 additional Class A Shares available for issuance under the 2018 ESPP as of January 1, 2024 as a result of the ESPP Evergreen Provision.
- (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$9.78 per share, which represents 85% of the average of the high and low prices of the Registrant's Class A Shares as reported on the New York Stock Exchange on February 9, 2024.

EXHIBIT 5.1

February 15, 2024

Bloom Energy Corporation
4353 North First Street
San Jose, California 95134

Re: *2018 Equity Incentive Plan and Amended and Restated 2018 Employee Stock Purchase Plan*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Bloom Energy Corporation, a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 12,092,642 shares of the Company's Class A common stock, par value \$0.0001 per share (the "Shares"). 9,674,114 of the Shares subject to the Registration Statement are reserved for issuance pursuant to future awards under the Bloom Energy Corporation 2018 Equity Incentive Plan (the "2018 Plan") and 2,418,528 of the Shares subject to the Registration Statement are reserved for issuance under the Bloom Energy Corporation Amended and Restated 2018 Employee Stock Purchase Plan (the "ESPP" and, together with the 2018 Plan, the "Plans").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, 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.

Very truly yours,
/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 15, 2024 relating to the consolidated financial statements of Bloom Energy Corporation and the effectiveness of Bloom Energy Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Bloom Energy Corporation for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP
San Jose, California
February 15, 2024