

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ShotSpotter, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

26-2017431

(I.R.S. Employer
Identification No.)

**39300 Civic Center Drive, Suite 300
Fremont, CA 94538**

(Address of principal executive offices) (Zip code)

**ShotSpotter, Inc. 2017 Equity Incentive Plan
ShotSpotter, Inc. 2017 Employee Stock Purchase Plan**
(Full titles of the plans)

**Ralph A. Clark
Chief Executive Officer
ShotSpotter, Inc.**

**39300 Civic Center Drive, Suite 300
Fremont, California 94538
(510) 794-3100**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Jodie M. Bourdet
Robert W. Phillips
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**

**Ralph A. Clark
Chief Executive Officer
ShotSpotter, Inc.
39300 Civic Center Drive, Suite 300
Fremont, California 94538
(510) 794-3100**

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 585,172 shares of the common stock of ShotSpotter, Inc. (the “Registrant”) to be issued pursuant to the Registrant’s 2017 Equity Incentive Plan (the “2017 Plan”) and 150,000 shares of the common stock of the Registrant to be issued pursuant to the Registrant’s 2017 Employee Stock Purchase Plan (the “2017 ESPP”).

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

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

- (a) The contents of and exhibits filed with the earlier registration statement on [Form S-8](#) (File No. 333-218712) relating to the 2017 Plan and the 2017 ESPP.
 - (b) The Registrant’s Annual Report on [Form 10-K](#) (the “Form 10-K”) for the year ended December 31, 2021, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the Securities and Exchange Commission on March 29, 2022.
 - (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (b) above.
 - (d) The information specifically incorporated by reference into the Form 10-K from the Registrant’s [definitive proxy statement](#) relating to the Registrant’s 2021 annual meeting of stockholders, which was filed with the SEC on April 29, 2021.
 - (e) The description of the Registrant’s common stock which is contained in the registration statement on [Form 8-A](#) filed on June 2, 2017 (File No. 001-38107) under the Exchange Act, including any amendment or report filed for the purpose of updating such description
 - (f) 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.
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ITEM 8. EXHIBITS

Exhibit Number	Description
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Baker Tilly US, LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page).</u>
107	<u>Filing Fee Table.</u>

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 Fremont, State of California, on March 31, 2022.

SHOTSPOTTER, INC.

By: /s/ Ralph A. Clark
Ralph A. Clark
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ralph A. Clark and Alan R. Stewart, and each or any one of them, his or her true and lawful attorney-in-fact and agent, 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 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 their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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>/s/ Ralph A. Clark</u> Ralph A. Clark	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 31, 2022
<u>/s/ Alan R. Stewart</u> Alan R. Stewart	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 31, 2022
<u>/s/ Pascal Levensohn</u> Pascal Levensohn	Director	March 31, 2022
<u>/s/ William J. Bratton</u> William J. Bratton	Director	March 31, 2022
<u>/s/ Thomas T. Groos</u> Thomas T. Groos	Director	March 31, 2022
<u>/s/ Randall Hawks, Jr.</u> Randall Hawks, Jr.	Director	March 31, 2022
<u>/s/ Roberta Jacobson</u> Roberta Jacobson	Director	March 31, 2022
<u>/s/ Marc Morial</u> Marc Morial	Director	March 31, 2022
<u>/s/ Ruby Sharma</u> Ruby Sharma	Director	March 31, 2022



Jodie M. Bourdet
+1 415 693 2054
jbourdet@cooley.com

March 31, 2022

ShotSpotter, Inc.
39300 Civic Center Drive, Ste. 300
Fremont, California 94538

Ladies and Gentlemen:

We have acted as counsel to ShotSpotter, Inc., a Delaware corporation (the “*Company*”), in connection with the filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to 735,172 shares (the “*Shares*”) of the Company’s Common Stock, par value \$0.005 per share (“*Common Stock*”), including (a) 585,172 shares of Common Stock pursuant to the Company’s 2017 Equity Incentive Plan (the “*2017 EIP*”) and (b) 150,000 shares of Common Stock pursuant to the Company’s 2017 Employee Stock Purchase Plan (together with the 2017 EIP, the “*Plans*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company’s Amended and Restated Certificate of Incorporation, and Amended and Restated Bylaws, each as currently in effect and (d) such other documents, records, certificates, memoranda and other 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 and 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).

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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jodie M. Bourdet
Jodie M. Bourdet

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of ShotSpotter, Inc. of our report dated March 28, 2022, relating to the consolidated financial statements of ShotSpotter, Inc., which appear in the Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ Baker Tilly Virchow Krause, LLP

Minneapolis, Minnesota
March 31, 2022

Filing Fee Table

Form S-8
(Form Type)

SHOTSPOTTER, 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 (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.005 per share, reserved for issuance pursuant to the Registrant's 2017 Equity Incentive Plan	Other(4)	585,172(2)	\$27.35(4)	\$16,004,454.20(4)	.0000927	\$1,483.61
Equity	Common Stock, par value \$0.005 per share, reserved for issuance pursuant to the Registrant's 2017 Employee Stock Purchase Plan	Other(5)	150,000(3)	\$23.25(5)	\$3,487,125.00(5)	.0000927	\$323.26
Total Offering Amounts					\$19,491,579.20	—	\$1,806.87
Total Fees Previously Paid					—	—	—
Total Fee Offsets					—	—	—
Net Fee Due					—	—	\$1,806.87

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the 2017 Equity Incentive Plan (the "2017 Plan") and the 2017 Employee Stock Purchase Plan (the "2017 ESPP") set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) Represents additional shares of Common Stock reserved for future issuance under the 2017 Plan. The 2017 Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2017 Plan on January 1st of each year, for a period of not more than 10 years, commencing on January 1, 2018 and ending on (and including) January 1, 2027, in an amount equal to the lesser of (a) 5% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year and (b) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year. This filing covers the increase on January 1, 2022.
- (3) Represents additional shares of Common Stock reserved for future issuance under the 2017 ESPP. The 2017 ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1st of each calendar year, beginning on January 1, 2018 and ending on and including January 1, 2027, by the lesser of (a) 2% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year; (b) 150,000 shares of Common Stock and (c) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year. This filing covers the increase on January 1, 2022.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and 457(h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on March 24, 2022.

- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and 457(h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on March 24, 2022, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2017 ESPP.