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

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

OOMA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1713274
(I.R.S. Employer
Identification No.)

525 Almanor Avenue, Suite 200
Sunnyvale, CA 94085
(Address of Principal Executive Offices) (Zip Code)

2015 Equity Incentive Plan
2015 Employee Stock Purchase Plan
(Full title of the plan)

Eric B. Stang
Chief Executive Officer
525 Almanor Avenue, Suite 200
Sunnyvale, CA 94085
(650) 566-6600
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Jenny C. Yeh, Esq.
Vice President & General Counsel
525 Almanor Avenue, Suite 200
Sunnyvale, CA 94085
(650) 566-6600

William L. Hughes, Esq.
Niki Fang, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5700

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 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.

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional (i) 499,000 shares of the Registrant’s common stock to be issued pursuant to the Registrant’s 2015 Employee Stock Purchase Plan and (ii) 1,249,000 shares of the Registrant’s common stock to be issued pursuant to the Registrant’s 2015 Equity Incentive Plan, which are the same class as those securities previously registered on an effective Form S-8 filed with the Securities and Exchange Commission on April 8, 2022 (File No. 333-264217) (the “2022 Registration Statement”), April 7, 2021 (File No. 333-255093) (the “2021 Registration Statement”), April 14, 2020 (File No. 333-237662) (the “2020 Registration Statement”), April 3, 2019 (File No. 333-230693) (the “2019 Registration Statement”), April 2, 2018 (File No. 333-224086) (the “2018 Registration Statement”), April 11, 2017 (File No. 333-217254) (the “2017 Registration Statement”), April 13, 2016 (File No. 333-210717) (the “2016 Registration Statement”) and July 17, 2015 (File No. 333-205719) (the “2015 Registration Statement”), and the contents of the 2015 Registration Statement, 2016 Registration Statement, 2017 Registration Statement, 2018 Registration Statement, 2019 Registration Statement, 2020 Registration Statement, 2021 Registration Statement, and 2022 Registration Statement, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed herewith:

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed Herewith |
|----------------|---|---------------------------|------------|---------|-------------|----------------|
| | | Form | File No. | Exhibit | Filing Date | |
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP | | | | | X |
| 23.1 | Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1) | | | | | X |
| 23.2 | Consent of KPMG LLP, independent registered public accounting firm | | | | | X |
| 23.3 | Consent of Deloitte & Touche LLP, independent registered public accounting firm | | | | | X |
| 24.1 | Power of Attorney (included on the signature page of this Registration Statement) | | | | | X |
| 99.1 | 2015 Equity Incentive Plan, and forms of agreement thereunder | S-1/A | 333-204975 | 10.2 | 7/6/2015 | |
| 99.2 | 2015 Employee Stock Purchase Plan, and form of subscription agreement | S-1/A | 333-204975 | 10.3 | 7/6/2015 | |
| 107 | Filing Fee Table | | | | | X |

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|---------------|
| <hr/> <i>/s/ Eric B. Stang</i> Eric B. Stang | President and Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | April 7, 2023 |
| <hr/> <i>/s/ Shig Hamamatsu</i> Shig Hamamatsu | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 7, 2023 |
| <hr/> <i>/s/ Namrata Sabharwal</i> Namrata Sabharwal | Chief Accounting Officer (Principal Accounting Officer) | April 7, 2023 |
| <hr/> <i>/s/ Jenny Yeh</i> Jenny Yeh | Vice President, General Counsel and Director | April 7, 2023 |
| <hr/> <i>/s/ Susan Butenhoff</i> Susan Butenhoff | Director | April 7, 2023 |
| <hr/> <i>/s/ Andrew Galligan</i> Andrew Galligan | Director | April 7, 2023 |
| <hr/> <i>/s/ Peter J. Goettner</i> Peter J. Goettner | Director | April 7, 2023 |
| <hr/> <i>/s/ Judi A. Hand</i> Judi A. Hand | Director | April 7, 2023 |
| <hr/> <i>/s/ Russell Mann</i> Russell Mann | Director | April 7, 2023 |
| <hr/> <i>/s/ William D. Pearce</i> William D. Pearce | Lead Director | April 7, 2023 |

**Orrick, Herrington & Sutcliffe LLP**

THE ORRICK BUILDING
405 HOWARD STREET
SAN FRANCISCO, CA 94105-2669
+1-415-773-5700

orrick.com

April 7, 2023

Ooma, Inc.
525 Almanor Avenue, Suite 200
Sunnyvale, CA 94085

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Ooma, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 1,249,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2015 Equity Incentive Plan, and 499,000 shares of Common Stock reserved for issuance pursuant to the Company's 2015 Employee Stock Purchase Plan (which plans are referred to herein as the "Plans" and which shares of Common Stock are referred to herein as the "Shares"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Amended and Restated Certificate of Incorporation, (ii) the Company's Amended and Restated Bylaws, (iii) the Plans, and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all-natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of

such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 7, 2023, with respect to the consolidated financial statements of Ooma, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
April 7, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 7, 2021 (April 8, 2022 as to the effects of the restatement to the consolidated financial statements for the year ended January 31, 2021), relating to the consolidated financial statements of Ooma, Inc. and subsidiaries (the "Company"), appearing in the Annual Report on Form 10-K of the Company for the year ended January 31, 2023.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
April 7, 2023

Calculation of Filing Fee Tables

**Form S-8
(Form Type)**

**Ooma, Inc.
(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 | Common Stock, \$0.0001 par value per share | | | | | | |
| | -Reserved for future issuance under the 2015 Equity Incentive Plan | Rule 457(c) and Rule 457(h) | 1,249,000 ⁽²⁾ | \$12.47 ⁽³⁾ | \$15,575,030 | 0.00011020 | \$1,717 |
| | -Reserved for future issuance under the 2015 Employee Stock Purchase Plan | Rule 457(c) and Rule 457(h) | 499,000 ⁽⁴⁾ | \$10.60 ⁽⁵⁾ | \$5,289,400 | 0.00011020 | \$583 |
| Total Offering Amounts | | | | | \$20,864,430 | | \$2,300 |
| Total Fee Offsets | | | | | | | \$0 |
| Net Fee Due | | | | | | | \$2,300 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the common stock of Ooma, Inc. (the “Registrant”) 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 Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents 1,249,000 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2015 Equity Incentive Plan (the “2015 Plan”) on February 1, 2023, pursuant to an annual “evergreen” increase provision contained in the 2015 Plan.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$12.47 was computed by averaging the high and low prices of a share of the Registrant’s common stock as reported on the New York Stock Exchange on April 4, 2023.

