
**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
(IRS Employer
Identification No.)

**1880 Embarcadero Road
Palo Alto, CA 94303**
(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
1880 Embarcadero Road
Palo Alto, CA 94303
(650) 566-6600**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Spencer D. Jackson, Esq.
Vice President & General Counsel
1880 Embarcadero Road
Palo Alto, CA 94303
(650) 566-6600**

**Andrew D. Thorpe
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(650) 614-7400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 Par Value	360,974(2)	\$9.10 (4)	\$3,284,863.40	\$380.72
Common Stock, \$0.0001 Par Value	902,436(3)	\$10.70 (5)	\$9,656,065.20	\$1,119.14

- (1) Pursuant to Rule 416(a) 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 2015 Employee Stock Purchase Plan (the “ESPP”) or the 2015 Equity Incentive Plan (the “2015 Plan”) by reason of any stock dividend, stock split, recapitalization or similar transactions.
- (2) Represents 360,974 additional shares of common stock reserved for future issuance under the evergreen provision of the ESPP.
- (3) Represents 902,436 additional shares of common stock reserved for future issuance under the evergreen provision of the 2015 Plan.
- (4) Estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of computing the amount of the registration fee and is equal to 85% of \$10.70, the average of the high and low sales price of a share of the registrant’s common stock as reported on The New York Stock Exchange on April 7, 2017. Pursuant to the ESPP, shares are sold at 85% of the lesser of the fair market value of such shares on the first trading day of the offering period and the last trading day of the purchase period.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant’s common stock as reported on the New York Stock Exchange on April 7, 2017.

**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) 360,974 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2015 Employee Stock Purchase Plan and (ii) 902,436 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 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 and 2016 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 3. Exhibits

See Index to Exhibits at the end of this Registration Statement.

Signature

Title

Date

/s/ Andrew H. Galligan

Director

April 11, 2017

Andrew H. Galligan

/s/ Peter J. Goettner

Director

April 11, 2017

Peter J. Goettner

/s/ Russell Mann

Director

April 11, 2017

Russell Mann

/s/ William D. Pearce

Director

April 11, 2017

William D. Pearce

/s/ James Wei

Director

April 11, 2017

James Wei

EXHIBIT INDEX

The following documents are filed as exhibits to this Registration Statement.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
24.1	Power of attorney (included in the signature page to this Registration Statement).



Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669

+1 415 773 5700

orrick.com

April 11, 2017

Ooma, Inc.
1880 Embarcadero Road
Palo Alto, CA 94303

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting 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 902,436 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 360,974 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 rendering the opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of instruments, documents, and records which we deemed relevant and necessary for the purpose of rendering our opinion set forth below. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, and (c) the representations of officers and employees are correct as to questions of fact.

Our opinion herein is limited to the General Corporation Law 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.

Based on the foregoing, and subject to the qualifications stated 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.

Ooma, Inc.
Registration Statement on Form S-8
April 11, 2017
Page 2

We 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 within 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 incorporation by reference in this Registration Statement on Form S-8 of our report dated April 11, 2017, relating to the consolidated financial statements of Ooma, Inc. and its subsidiary appearing in the Annual Report on Form 10-K of Ooma, Inc. for the year ended January 31, 2017.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
April 11, 2017