

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

FIVE9, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

94-3394123

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

**Bishop Ranch 8
4000 Executive Parkway, Suite 400
San Ramon, California 94583
(925) 201-2000**

(Address of Principal Executive Offices, Including Zip Code)

**2014 Equity Incentive Plan
2014 Employee Stock Purchase Plan**
(Full title of the plan)

**Barry Zwarenstein
Chief Financial Officer
Five9, Inc.**

**Bishop Ranch 8
4000 Executive Parkway, Suite 400
San Ramon, CA 94583**

(Name and address of agent for service)

(925) 201-2000

(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

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

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 13(a) of the Exchange Act.

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, \$0.001 par value per share				
- Reserved for future issuance under the 2014 Equity Incentive Plan	2,960,524 (2)	\$ 52.81 (4)	\$ 156,345,272.44	\$ 18,949.05
- Reserved for future issuance under the 2014 Employee Stock Purchase Plan	592,104 (3)	\$ 44.89 (5)	\$ 26,579,548.56	\$ 3,221.44
TOTAL	3,552,628	N/A	\$ 182,924,821.00	\$ 22,170.49

(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 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 which results in an increase in the number of the outstanding shares of the Registrant’s common stock.

(2) Represents shares of common stock that were automatically added to the shares reserved for issuance under the Registrant’s 2014 Equity Incentive Plan (the “2014 Plan”) on January 1, 2019 pursuant to a provision contained in the 2014 Plan. The 2014 Plan provides for an annual automatic increase to the shares reserved for issuance, continuing through January 1, 2024, in an amount equal to 5% of the total number of shares outstanding on December 31st of the preceding calendar year or a lesser number as determined by the Registrant’s Board of Directors.

(3) Represents shares of common stock that were automatically added to the shares reserved for issuance under the Registrant’s 2014 Employee Stock Purchase Plan (the “ESPP”) on January 1, 2019 pursuant to a provision contained in the ESPP. The ESPP provides for an annual automatic increase to the shares reserved for issuance, continuing through January 1, 2024, by the lesser of (i) 1% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding calendar year; (ii) 1,000,000 shares of common stock (subject to adjustment to reflect any split or combination of the Registrant’s common stock); or (iii) such lesser number as determined by the Registrant’s Board of Directors.

(4) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the NASDAQ Global Market on February 22, 2019.

(5) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of the average of the high and low prices of the Registrant’s common stock as reported on the NASDAQ Global Market on February 22, 2019. Pursuant to the ESPP, the purchase price of a share of common stock is 85% of the fair market value of the Registrant’s common stock.

**Registration of Additional Securities
Pursuant to General Instruction E**

This Registration Statement registers additional shares of common stock of Five9, Inc. (the “Registrant”) to be issued pursuant to the 2014 Plan and the ESPP. Accordingly, the Registrant incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-195037) filed by the Registrant with the Securities and Exchange Commission (“SEC”) on April 4, 2014, the Registration Statement on Form S-8 (File No. 333-204145) filed by the Registrant with the SEC on May 13, 2015, the Registration Statement on Form S-8 (File No. 333-209918) filed by the Registrant with the SEC on March 4, 2016, the Registration Statement on Form S-8 (File No. 333-216332) filed by the Registrant with the SEC on February 28, 2017 and the Registration Statement on Form S-8 (File No. 333-223362) filed with the SEC on March 1, 2018.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 25, 2019;
- (b) the Registrant’s Current Reports on Form 8-K filed with the SEC on February 19, 2019 and February 15, 2019 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K); and
- (c) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-36383) filed with the SEC on March 28, 2014, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any current report on Form 8-K) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will 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 which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description	Filed Herewith
5.1	Opinion of Jones Day.	X
23.1	Consent of KPMG LLP, independent registered public accounting firm.	X
23.2	Consent of Jones Day (included in Exhibit 5.1).	X
24.1	Power of Attorney (included on the signature page of this Registration Statement).	X

JONES DAY

SILICON VALLEY OFFICE . 1755 EMBARCADERO ROAD . PALO ALTO, CALIFORNIA 94303
 TELEPHONE: +1.650.739.3939 . FACSIMILE: +1.650.739.3900

February 25, 2019

Five9, Inc.
 Bishop Ranch 8
 4000 Executive Parkway, Suite 400
 San Ramon, California 94583

Re: Registration Statement on Form S-8 filed by Five9, Inc.

Ladies and Gentlemen:

We have acted as counsel for Five9, Inc., a Delaware corporation (the “Company”), in connection with the Company’s 2014 Equity Incentive Plan and 2014 Employee Stock Purchase Plan (together, the “Plans”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 3,552,628 shares (the “Shares”) of common stock, par value \$0.001 per share, of the Company that may be issued or delivered and sold pursuant to the Plans and the authorized forms of stock option, restricted stock or other applicable agreements thereunder (the “Award Agreements”) will be, when issued or delivered and sold in accordance with such Plans and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion with respect to the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plans and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered or sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plans will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Shares under the Securities Act of 1933 (the “Act”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

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February 25, 2019

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Very truly yours,

/s/ Jones Day

Jones Day

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Five9, Inc.:

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

/s/ KPMG LLP

San Francisco, California
February 25, 2019