

**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.)

**1880 Embarcadero Road
Palo Alto, CA 94303**
(Address of Principal Executive Offices, Including Zip Code)

**2015 Equity Incentive Plan
2015 Employee Stock Purchase Plan**
(Full Title of the Plans)

**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**

**Christopher J. Austin, Esq.
Andrew D. Thorpe, Esq.
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 per share:				
-To be issued under the 2015 Equity Incentive Plan	2,283,469	\$13.00(2)	\$29,685,097.00(2)	\$3,449.41

-Subject to outstanding options under the 2015 Equity Incentive Plan	2,185,008	\$5.45(3)	\$11,908,293.60(3)	\$1,383.75
-To be issued under the 2015 Employee Stock Purchase Plan	443,215	\$11.05(4)	\$4,897,525.75(4)	\$569.10
TOTAL	4,911,692		\$46,490,916.35	\$5,402.26

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") also covers any additional securities that may be offered or may become issuable under the 2015 Stock Incentive Plan ("2015 Stock Plan") and the 2015 Employee Stock Purchase Plan (the "ESPP") in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purposes of calculating the registration fee on the basis of \$13.00, the initial public offering price per share of the Registrant's Common Stock as set forth on the cover page of the Registrant's prospectus dated July 16, 2015 relating to its initial public offering.
- (3) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$5.45, the weighted-average exercise price per share of stock options outstanding under the 2015 Stock Plan as of July 16, 2015.
- (4) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$13.00, the initial public offering price per share of the Registrant's Common Stock as set forth on the cover page of the Registrant's prospectus dated July 16, 2015 relating to its initial public offering, multiplied by 85%, which is the percentage used to calculate the purchase price of Common Stock issued under the ESPP.

This Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

TABLE OF CONTENTS

	Page
PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS	1
PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT	1
Item 3. Incorporation of Documents by Reference	1
Item 4. Description of Securities	2
Item 5. Interests of Named Experts and Counsel	2
Item 6. Indemnification of Directors and Officers	2
Item 7. Exemption from Registration Claimed	2
Item 8. Exhibits	3
Item 9. Undertakings	3
SIGNATURES	5
INDEX TO EXHIBITS	7

PART I

Information Required in the Section 10(a) Prospectus

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

Ooma, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Prospectus dated July 16, 2015 and filed with the Commission on July 17, 2015, pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-204975), which contains audited consolidated financial statements for the Registrant's fiscal year ended January 31, 2015.
- (b) The description of Registrant's Common Stock contained in Registrant's Registration Statement on Form 8-A, filed with the Commission on July 10, 2015 pursuant to Section 12(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents, except as to specific sections of such documents as set forth therein; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 which 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.

[Table of Contents](#)

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's amended and restated certificate of incorporation contains provisions that eliminate, to the maximum extent permitted by the General Corporation Law of the State of Delaware, the personal liability of the Registrant's directors and executive officers for monetary damages for breach of their fiduciary duties as directors or officers. The Registrant's amended and restated certificate of incorporation and bylaws provide that the Registrant must indemnify its directors and executive officers and may indemnify its employees and other agents to the fullest extent permitted by the General Corporation Law of the State of Delaware.

Sections 145 and 102(b)(7) of the General Corporation Law of the State of Delaware provide that a corporation may indemnify any person made a party to an action by reason of the fact that he or she was a director, executive officer, employee or agent of the corporation or is or was serving at the request of a corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of an action by or in right of the corporation, no indemnification may generally be made in respect of any claim as to which such person is adjudged to be liable to the corporation.

The Registrant has entered into or will enter into indemnification agreements with its current directors and executive officers, in addition to the indemnification provided for in its amended and restated certificate of incorporation and bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future.

The Registrant has purchased and intends to maintain insurance on behalf of each and any person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

See also the undertakings set out in response to Item 9 herein.

Item 7. Exemption from Registration Claimed.

Not applicable.

Table of Contents

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen common stock certificate of Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form S-1).
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Form S-8).
99.1	2005 Stock Plan and forms of agreement thereunder (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form S-1).
99.2	2015 Equity Incentive Plan and forms of agreement thereunder (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form S-1).
99.3	2015 Employee Stock Purchase Plan and form of agreement thereunder (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form S-1).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement — notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

[Table of Contents](#)

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that clauses (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in reports filed with the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on the 17th day of July, 2015.

OOMA, INC.

By:

/s/ Eric B. Stang

Eric B. Stang
President, Chief Executive Officer and
Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, jointly and severally, Eric B. Stang, Ravi Narula and Spencer D. Jackson, each of them acting individually, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, in any and all capacities, to sign the Registration Statement on Form S-8 of Ooma, Inc., and any or all amendments (including post-effective amendments), 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 full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for 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 their 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 below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature

Title

Date

/s/ Eric B. Stang

Eric B. Stang

President, Chief Executive Officer and
Chairman of the Board of Directors
(Principal Executive Officer)

July 17, 2015

/s/ Ravi Narula

Ravi Narula

Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

July 17, 2015

[Table of Contents](#)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <i>/s/ Alison Davis</i> Alison Davis	Director	July 17, 2015
<hr/> <i>/s/ Andrew H. Galligan</i> Andrew H. Galligan	Director	July 17, 2015
<hr/> <i>/s/ Peter J. Goettner</i> Peter J. Goettner	Director	July 17, 2015
<hr/> <i>/s/ Russell Mann</i> Russell Mann	Director	July 17, 2015
<hr/> <i>/s/ Sean N. Parker</i> Sean N. Parker	Director	July 17, 2015
<hr/> <i>/s/ William D. Pearce</i> William D. Pearce	Director	July 17, 2015
<hr/> <i>/s/ James Wei</i> James Wei	Director	July 17, 2015

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen common stock certificate of Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form S-1).
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Form S-8).
99.1	2005 Stock Plan and forms of agreement thereunder (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form S-1).
99.2	2015 Equity Incentive Plan and forms of agreement thereunder (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form S-1).
99.3	2015 Employee Stock Purchase Plan and form of agreement thereunder (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form S-1).



ORRICK, HERRINGTON & SUTCLIFFE LLP
THE ORRICK BUILDING
405 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-2669

tel +1-415-773-5700
fax +1-415-773-5759

WWW.ORRICK.COM

July 17, 2015

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 2,283,469 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, 443,215 shares of Common Stock reserved for issuance pursuant to the Company's 2015 Employee Stock Purchase Plan, and 2,185,008 shares of Common Stock reserved for issuance pursuant to outstanding awards under the Company's 2015 Equity Incentive 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.



ORRICK

Ooma, Inc.
Registration Statement on Form S-8
July 17, 2015
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 17, 2015 (except for Note 15, as to which the date is July 6, 2015), relating to the consolidated financial statements of Ooma, Inc. and its subsidiary (the "Company"), appearing in the Prospectus dated July 16, 2015 filed by the Company, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Company's Registration Statement No. 333-204975 on Form S-1, as amended.

/s/ Deloitte & Touche LLP

San Jose, California
July 17, 2015