

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MongoDB, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

26-1463205

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

**1633 Broadway, 38th Floor
New York, NY 10019**

646-727-4092

(Address of principal executive offices) (Zip code)

**MongoDB, Inc. 2016 Equity Incentive Plan
MongoDB, Inc. 2017 Employee Stock Purchase Plan**
(Full titles of the plans)

Dev Ittycheria

President and Chief Executive Officer

MongoDB, Inc.

**1633 Broadway, 38th Floor
New York, NY 10019**

646-727-4092

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

Copies to:

Nicole Brookshire

Alison Haggerty

Cooley LLP

55 Hudson Yards

New York, NY 10001

212-479-6000

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

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
Class A Common Stock, par value \$0.001 per share				
– 2016 Equity Incentive Plan	2,890,271 ⁽²⁾	\$122.01 ⁽⁴⁾	\$352,641,965	\$45,772.93
– 2017 Employee Stock Purchase Plan	573,825 ⁽³⁾	\$103.71 ⁽⁵⁾	\$59,511,391	\$7,724.58
Total	3,464,096		\$412,153,356	\$53,497.51

- (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 Registrant’s Class A common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Class A common stock.
- (2) Represents (i) an automatic annual increase equal to 5% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the immediately preceding fiscal year to the aggregate number of shares of the Registrant’s Class A common stock reserved for issuance under, and which annual increase is provided by, the Registrant’s 2016 Equity Incentive Plan (as amended, the “**2016 Plan**”) plus (ii) 21,144 shares of the Registrant’s Class A common stock that have become available for issuance under the 2016 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards that had been granted under the Registrant’s 2008 Stock Incentive Plan (the “**2008 Plan**”), pursuant to the terms of the 2016 Plan.
- (3) Represents an automatic increase equal to 1% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the immediately preceding fiscal year to the aggregate number of shares of the Registrant’s Class A common stock reserved for issuance under, and which annual increase is provided by, the Registrant’s 2017 Employee Stock Purchase Plan (the “**2017 ESPP**”).
- (4) Estimated in accordance with Rule 457(c) and (h) solely for purposes of calculating the registration fee on the basis of \$122.01, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on April 2, 2020.
- (5) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$103.71, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on April 2, 2020, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2017 ESPP.

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

Pursuant to General Instruction E of Form S-8, MongoDB, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (1) 2,890,271 additional shares of its Class A common stock under the 2016 Plan, which include additional shares pursuant to the provisions of the 2016 Plan providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2016 Plan on February 1, 2020 and additional shares that have become available for issuance under the 2016 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards that had been granted under the 2008 Plan, pursuant to the terms of the 2016 Plan and (2) 573,825 additional shares of its Class A common stock under the 2017 ESPP, pursuant to the provisions of the 2017 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2017 ESPP on February 1, 2020. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- (a) The contents of the Registrant’s Registration Statements on Form S-8 (File No. 333-221028, 333-224058 and 333-230661), filed with the Commission on October 20, 2017, March 30, 2018 and April 1, 2019, respectively;
- (b) The Registrant’s Annual Report on Form 10-K for the fiscal year ended January 31, 2020, filed with the Commission on March 27, 2020;
- (c) All other reports of the Registrant filed pursuant to Sections 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 (1) above (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).
- (d) The description of the Registrant’s Class A common stock, which is contained in a registration statement on Form 8-A filed on October 10, 2017 (File No. 001-38240) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.
- (e) 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.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect	8-K	001-38240	3.1	October 25, 2017
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect	S-1	333-220557	3.4	September 21, 2017
4.3	Form of Class A common stock certificate of the Registrant	S-1/A	333-220557	4.1	October 6, 2017
5.1*	Opinion of Cooley LLP				
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included on the signature page of this Form S-8)				
99.1	Amended and Restated 2016 Equity Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise, Stock Option Grant Notice and Restricted Stock Unit Award Agreement thereunder	S-1/A	333-220557	10.2	October 6, 2017
99.2	Forms of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the Amended and Restated 2016 Equity Incentive Plan	10-K	001-38240	10.3	March 30, 2018
99.3	Amended and Restated Form of Restricted Stock Unit Award Agreement, effective as of February 26, 2020	10-K	001-38240	10.3	March 27, 2020
99.4	2017 Employee Stock Purchase Plan	S-1/A	333-220557	10.4	October 6, 2017

* Filed herewith

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 New York, New York, on the 3rd day of April, 2020.

MONGODB, INC.

By: /s/Dev Ittycheria

Name: Dev Ittycheria

Title: President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dev Ittycheria and Michael Gordon, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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 his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/Dev Ittycheria</u> Dev Ittycheria	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 3, 2020
<u>/s/Michael Gordon</u> Michael Gordon	Chief Operating Officer and Chief Financial Officer <i>(Principal Financial Officer)</i>	April 3, 2020
<u>/s/Thomas Bull</u> Thomas Bull	Corporate Controller <i>(Principal Accounting Officer)</i>	April 3, 2020
<u>/s/Tom Killalea</u> Tom Killalea	Director	April 3, 2020
<u>/s/Archana Agrawal</u> Archana Agrawal	Director	April 3, 2020
<u>/s/Roelof Botha</u> Roelof Botha	Director	April 3, 2020
<u>/s/Hope Cochran</u> Hope Cochran	Director	April 3, 2020
<u>/s/Francisco D'Souza</u> Francisco D'Souza	Director	April 3, 2020
<u>/s/Charles M. Hazard, Jr.</u> Charles M. Hazard, Jr.	Director	April 3, 2020
<u>/s/Eliot Horowitz</u> Eliot Horowitz	Director	April 3, 2020
<u>/s/John McMahan</u> John McMahan	Director	April 3, 2020
<u>/s/Mark Porter</u> Mark Porter	Director	April 3, 2020



Alison A. Haggerty
T: 212 479 6596
ahaggerty@cooley.com

April 3, 2020

MongoDB, Inc.
1633 Broadway, 38th Floor
New York, NY 10019

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to MongoDB, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the U.S. Securities and Exchange Commission, covering the offering of up to 3,464,096 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.001 per share (the "**Class A Common Stock**"), consisting of (a) 2,890,271 shares of Class A Common Stock issuable pursuant to the Company's 2016 Equity Incentive Plan and (b) 573,825 shares of Class A Common Stock issuable pursuant to the Company's 2017 Employee Stock Purchase Plan (together with the Company's 2016 Equity Incentive Plan, as amended, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify 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, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



MongoDB, Inc.
April 3, 2020
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,
Cooley LLP

By: /s/Alison A. Haggerty
Alison A. Haggerty

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 27, 2020 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in MongoDB Inc.'s Annual Report on Form 10-K for the year ended January 31, 2020.

/s/PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

San Jose, California

April 3, 2020