

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

FORM S-8

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

YEXT, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-8059772

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

**Yext, Inc.
61 Ninth Avenue
New York NY 10011
(212) 994-3900**

(Address of principal executive offices, including zip code)

**2016 Equity Incentive Plan
2017 Employee Stock Purchase Plan**
(Full title of the plan)

**Michael Walrath
Chief Executive Officer
61 Ninth Avenue
New York, NY 10011
(212) 994-3900**

(Name, address and 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

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.

EXPLANATORY NOTE

On February 1, 2024, pursuant to the Automatic Share Reserve Increase provision of Section 3(b) of the Yext, Inc. (the “Registrant”) 2016 Equity Incentive Plan (the “2016 Plan”), the number of shares of Common Stock available for issuance thereunder was automatically increased according to the terms of the 2016 Plan. This Registration Statement on Form S-8 (the “Registration Statement”) registers those additional shares of Common Stock of the Registrant to be issued pursuant to the 2016 Plan. On February 1, 2024, pursuant to Section 13(a) of the Registrant’s 2017 Employee Stock Purchase Plan (the “2017 ESPP”), the number of shares of Common Stock available for issuance thereunder was automatically increased according to the terms of the 2017 ESPP. This Registration Statement registers those additional shares of Common Stock of the Registrant to be issued pursuant to the 2017 ESPP. Accordingly, the contents of the previous [Registration Statement on Form S-8 filed with the Securities and Exchange Commission \(the “SEC”\) on April 13, 2017 \(File No. 333-217280\)](#) (the “Prior Registration Statement”) are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

In addition to the Prior Registration Statement, the following documents filed with the SEC are hereby incorporated by reference into this Registration Statement:

- 1) [the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2024 filed with the SEC on March 13, 2024 \(the "Annual Report"\)](#);
- 2) all other reports filed with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed);
- 3) [the description of the Registrant's Common Stock which is contained in the Registration Statement on Form 8-A \(File No. 001-38056\), filed April 7, 2017, under Section 12\(b\) of the Securities 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 indicate 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. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1 ⁽¹⁾	<u>Form of Common Stock Certificate</u>
4.2 ⁽²⁾	<u>2016 Equity Incentive Plan</u>
4.3 ⁽³⁾	<u>2017 Employee Stock Purchase Plan</u>
5.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation</u>
23.1	<u>Consent of Ernst & Young LLP, independent registered public accounting firm</u>
23.2	<u>Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (contained on signature page hereto)</u>
107	<u>Filing fee table</u>

(1) Incorporated by reference to Exhibit 4.1 filed with the Registrant's Registration Statement on Form S-1/A (Registration No. 333-216642), filed with the Commission on March 28, 2017.

(2) Incorporated by reference to Exhibit 10.2 filed with the Registrant's Registration Statement on Form S-1 (Registration No. 333-216642), filed with the Commission on March 13, 2017.

(3) Incorporated by reference to Exhibit 10.6 filed with the Registrant's Registration Statement on Form S-1/A (Registration No. 333-216642), filed with the Commission on March 17, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 the City of New York, State of New York, on the 13th day of March, 2024.

YEXT, INC.

By: /s/ Michael Walrath
Michael Walrath
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Walrath, Darryl Bond and Ho Shin, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Yext, Inc., and any or all amendments thereto (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, 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 and about the premises, 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 their, his or her substitute or 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 by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Walrath</u> Michael Walrath	Chief Executive Officer (Principal Executive Officer) and Director	March 13, 2024
<u>/s/ Darryl Bond</u> Darryl Bond	Chief Financial Officer (Principal Financial Officer)	March 13, 2024
<u>/s/ Shane Battier</u> Shane Battier	Director	March 13, 2024
<u>/s/ Brian Distelburger</u> Brian Distelburger	Director	March 13, 2024
<u>/s/ Jesse Lipson</u> Jesse Lipson	Director	March 13, 2024
<u>/s/ Julie Richardson</u> Julie Richardson	Director	March 13, 2024
<u>/s/ Andrew Sheehan</u> Andrew Sheehan	Director	March 13, 2024
<u>/s/ Evan Skorpen</u> Evan Skorpen	Director	March 13, 2024
<u>/s/ Hillary Smith</u> Hillary Smith	Director	March 13, 2024
<u>/s/ Seth Waugh</u> Seth Waugh	Director	March 13, 2024
<u>/s/ Tamar Yehoshua</u> Tamar Yehoshua	Director	March 13, 2024

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

Yext, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Title of Securities to be Registered	Fee Calculation or Carry Forward Rule	Amount Registered	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other	4,994,684 ⁽¹⁾	\$ 5.93 ⁽²⁾	\$ 29,618,476.12	\$147.60 per \$1,000,000	\$ 4,371.69
Equity	Common Stock, \$0.001 par value per share	Other	1,248,671 ⁽³⁾	\$ 5.05 ⁽⁴⁾	\$ 6,305,788.55	\$147.60 per \$1,000,000	\$ 930.73
Total Offering Amounts					\$ 35,924,264.67		\$ 5,302.42
Total Fee Offsets							\$ —
Net Fee Due							\$ 5,302.42

- (1) Represents shares of Common Stock reserved for issuance pursuant to the Registrant's 2016 Equity Incentive Plan. Pursuant to Rule 416(a) of 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 2016 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of \$5.93 per share, which represents the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on March 6, 2024.
- (3) Represents shares of Common Stock reserved for issuance pursuant to the Registrant's 2017 Employee Stock Purchase Plan. Pursuant to Rule 416(a) of the Securities Act, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the 2017 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (4) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of eighty-five percent (85%) of \$5.93 per share, which represents the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on March 6, 2024, rounded up to the nearest whole cent. Pursuant to the 2017 Employee Stock Purchase Plan, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value per share on the first trading day of the applicable offering period or the fair market value per share on the last trading day of the applicable offering period.

March 13, 2024

Yext, Inc.
61 Ninth Avenue
New York, NY 10011

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Yext, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended, of 6,243,355 shares of the Company’s Common Stock, par value \$0.001 per share (“**Common Stock**”), of which (i) 4,994,684 shares are reserved for issuance pursuant to the Company’s 2016 Equity Incentive Plan (the “**2016 Plan**”), (ii) 1,248,671 shares are reserved for issuance pursuant to the Company’s 2017 Employee Stock Purchase Plan (together with the 2016 Plan, the “**Plans**,” and the shares of Common Stock issuable under the Plans, the “**Shares**”).

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany each Plan, will be validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Sincerely,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Incentive Plan and the 2017 Employee Stock Purchase Plan of Yext, Inc. of our reports dated March 13, 2024, with respect to the consolidated financial statements of Yext, Inc. and the effectiveness of internal control over financial reporting of Yext, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
New York, New York
March 13, 2024