As filed with the Securities and Exchange Commission on March 10, 2026

Registration No. 333-

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	**20-8059772**
(State or other jurisdiction of incorporation or organization)	(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	x	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, 2026, 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, 2026, 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, 2025 filed with the SEC on March 10, 2026 (the "Annual Report");
2) the Registrant's Current Reports on Form 8-K filed with the SEC on February 2, 2026 and February 24, 2026 (other than the portions of these documents not deemed to be filed);
3) 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); and
4) 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.

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

(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 10th day of March, 2026.

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:

Signature	Title	Date
/s/ Michael Walrath Michael Walrath	Chief Executive Officer (Principal Executive Officer) and Director	March 10, 2026
/s/ Darryl Bond Darryl Bond	Chief Financial Officer (Principal Financial Officer)	March 10, 2026
/s/ Allan Tang Allan Tang	Chief Accounting Officer (Principal Accounting Officer)	March 10, 2026
/s/ Mark Davis Mark Davis	Director	March 10, 2026
/s/ Jesse Lipson Jesse Lipson	Director	March 10, 2026
/s/ Andrew Sheehan Andrew Sheehan	Director	March 10, 2026
/s/ Evan Skorpen Evan Skorpen	Director	March 10, 2026
/s/ Hillary Smith Hillary Smith	Director	March 10, 2026
/s/ Seth Waugh Seth Waugh	Director	March 10, 2026

Calculation of Filing Fee Tables

S-8

Yext, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, $0.001 par value per share	Other	4,917,321	$ 5.535	$ 27,217,371.73	0.0001381	$ 3,758.72
2	Equity	Common Stock, $0.001 par value per share	Other	1,229,330	$ 4.71	$ 5,790,144.30	0.0001381	$ 799.62
				Total Offering Amounts:		$ 33,007,516.03		$ 4,558.34
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 4,558.34

Offering Note

1

"Amount Registered" 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. "Proposed Maximum Offering Price Per Unit" was 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 $5.535 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, 2026.

2

"Amount Registered" 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. "Proposed Maximum Offering Price Per Unit" was 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 $5.535 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, 2026, 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

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Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Claims												
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Exhibit 5.1

WILSON SONSINI

Wilson Sonsini Goodrich & Rosati
Professional Corporation

1700 K Street NW
Fifth Floor
Washington, D.C. 20006-3817

o: 202.973.8800
f: 202.973.889

March 10, 2026

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 6,146,651 shares of the Company's Common Stock, par value $0.001 per share ("**Common Stock**"), of which (i) 4,917,321 shares are reserved for issuance pursuant to the Company's 2016 Equity Incentive Plan (the "**2016 Plan**"), (ii) 1,229,330 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

Exhibit 23.1

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 10, 2026, 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, 2026, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP
New York, New York
March 10, 2026