ELLIE MAE INC
Form S-8 POS
April 17, 2019

As filed with the Securities and Exchange Commission on April 17, 2019

Registration No. 333-174460

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ELLIE MAE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-3288780**
(State or other jurisdiction of	**(I.R.S. Employer**

incorporation or organization)	**Identification No.)**

4420 Rosewood Drive, Suite 500

Pleasanton, California	**94588**
(Address of Principal Executive Offices)	**(Zip Code)**

Amended and Restated 1999 Stock Option and Incentive Plan

2009 Stock Option and Incentive Plan

2011 Equity Incentive Award Plan

Employee Stock Purchase Plan

(Full title of the plans)

Brian Brown

Executive Vice President & General Counsel

Ellie Mae, Inc.

4420 Rosewood Drive, Suite 500

Pleasanton, California 94588

(925) 227-7000

(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.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this Post-Effective Amendment) relates to the following Registration Statement on Form S-8 (the Registration Statement) of Ellie Mae, Inc. (the Registrant):

Registration Statement No. 333-174460 pertaining to the registration of 508,742 shares of Common Stock, par value $0.0001, of the Registrant, subject to outstanding awards under the Registrant s Amended and Restated 1999 Stock Option and Incentive Plan, issuable under the 2011 Equity Incentive Award Plan;

Registration Statement No. 333-174460 pertaining to the registration of 2,983,887 shares of Common Stock, par value $0.0001, of the Registrant, subject to outstanding awards under the Registrant s 2009 Stock Option and Incentive Plan, issuable under the 2011 Equity Incentive Award Plan;

Registration Statement No. 333-174460 pertaining to the registration of 666,666 shares of Common Stock, par value $0.0001, of the Registrant issuable under the Employee Stock Purchase Plan; and

Registration Statement No. 333-174460 pertaining to the registration of 3,259,018 shares of Common Stock, par value $0.0001, of the Registrant issuable under the 2011 Equity Incentive Award Plan.

On February 11, 2019, the Registrant entered into an Agreement and Plan of Merger (the Merger Agreement) with EM Eagle Purchaser, LLC, a Delaware limited liability company (Parent), and EM Eagle Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (Merger Sub), providing for the merger of Merger Sub with and into the Registrant (the Merger), with the Registrant surviving the Merger as a wholly owned subsidiary of Parent. Parent and Merger Sub were formed by affiliates of Thoma Bravo, LLC. On April 17, 2019, pursuant to the terms of the Merger Agreement, Parent acquired the Registrant through the Merger.

As a result of the Merger, the Registrant has terminated any and all offerings of securities pursuant to the Registration Statement. In accordance with the undertakings made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that had been registered which remain unsold at the termination of the offering, the Registrant hereby removes from registration any securities of the Registrant registered but unsold under the Registration Statement as of the date hereof. The Registration Statement is hereby amended to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Ellie Mae, Inc., 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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on April 17, 2019.

ELLIE MAE, INC.

By: /s/ Brian Brown
Name: Brian Brown
Title: Executive Vice President and General Counsel

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.