

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

FORM S-8

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

The Trade Desk, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1887399
(I.R.S. Employer
Identification No.)

42 N. Chestnut Street
Ventura, California 93001
Telephone: (805) 585-3434
(Address of Principal Executive Offices) (Zip Code)

The Trade Desk, Inc. 2016 Incentive Award Plan
The Trade Desk, Inc. 2016 Employee Stock Purchase Plan
(Full title of the plan)

Jeff T. Green
Chief Executive Officer
The Trade Desk, Inc.
42 N. Chestnut Street
Ventura, California 93001
(Name and address of agent for service)

Telephone: (805) 585-3434
(Telephone number, including area code, of agent for service)

Copies to:

Richard A. Kline
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600

Jay R. Grant
Chief Legal Officer
The Trade Desk, Inc.
42 N. Chestnut Street
Ventura, California 93001
Telephone: (805) 585-3434

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"/>	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, \$0.000001 par value per share, reserved for issuance pursuant to the 2016 Incentive Award Plan	1,893,604 (2)	\$836.57 (4)	\$1,584,132,298.28	\$172,828.84
Class A common stock, \$0.000001 par value per share, reserved for issuance pursuant to the 2016 Employee Stock Purchase Plan	423,383 (3)	\$711.09 (5)	\$301,063,417.47	\$32,846.02
Total	2,316,987		\$1,885,195,715.75	\$205,674.86

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Class A common stock.
- (2) Reflects an automatic annual increase on January 1, 2021 to the number of shares of the Registrant's Class A common stock reserved for issuance under The Trade Desk, Inc. 2016 Incentive Award Plan (the "2016 Plan"), which annual increase is provided for in the 2016 Plan.
- (3) Reflects an automatic annual increase on January 1, 2021 to the number of shares of the Registrant's Class A common stock reserved for issuance under The Trade Desk, Inc. 2016 Employee Stock Purchase Plan (the "ESPP"), which annual increase is provided for in the ESPP.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act on the basis of \$836.57 per share, which represents the average of the high and low prices of the Registrant's Class A common stock as reported on the NASDAQ Global Market on February 17, 2021.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, and based on 85% of \$836.57 per share, which represents the average of the high and low prices of the Registrant's Class A common stock as reported on the NASDAQ Global Market on February 17, 2021. Pursuant to the ESPP, the purchase price of the shares of the Registrant's Class A common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of the Registrant's Class A common stock on the first trading day of the offering period or on the last trading day of each purchase period.

EXPLANATORY NOTE

This Registration Statement is being filed by The Trade Desk, Inc. (the "Registrant") for the purpose of registering an additional 2,316,987 shares of Class A common stock that were reserved, in the aggregate, for issuance under the 2016 Incentive Award Plan and the 2016 Employee Stock Purchase Plan, with 1,893,604 shares of Class A common stock reserved under the 2016 Incentive Award Plan and 423,383 shares of Class A common stock reserved under the 2016 Employee Stock Purchase Plan. The Registrant previously filed with the Securities and Exchange Commission (the "Commission") on September 22, 2016, May 19, 2017, March 1, 2018, February 25, 2019 and February 28, 2020 registration statements on Form S-8 (SEC File No. 333-213750, SEC File No. 333-218135, SEC File No. 333-223354, SEC File No. 333-229849 and SEC File No. 333-236730, respectively) (the "Prior Registration Statements") registering shares of Class A common stock issuable under the 2016 Incentive Award Plan and the 2016 Employee Stock Purchase Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2020, filed with the Commission on February 18, 2021;
- (b) The Registrant's Definitive Proxy Statement on [Schedule 14A](#) (other than information furnished rather than filed), filed with the Commission on April 14, 2020;
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission on [January 14, 2021](#) and [February 4, 2021](#) (other than Item 7.01 and Exhibit 99.1 thereto); and
- (d) The description of the Registrant's Class A common stock, par value \$0.000001 per share, contained in the Registration Statement on [Form 8-A](#) (File No. 001-37879) filed with the Commission on September 15, 2016 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "[Exchange Act](#)"), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares of Class A common stock registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or Current Report on Form 8-K furnished under Items 2.02 or 7.01, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. 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 other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier 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.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of any Current Report on Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Specimen Stock Certificate evidencing the shares of Class A common stock (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333- 213241) filed on September 6, 2016).</u>
4.2	<u>The Trade Desk, Inc. 2016 Incentive Award Plan (incorporated by reference to Exhibit 10.7(a) to the Registrant's Registration Statement on Form S-1 (File No. 333- 213241) filed on August 22, 2016).</u>
4.3	<u>Form of Stock Option Agreement under The Trade Desk, Inc. 2016 Incentive Award Plan (incorporated by reference to Exhibit 10.7(b) to the Registrant's Registration Statement on Form S-1 (File No. 333- 213241) filed on August 22, 2016).</u>
4.4	<u>The Trade Desk, Inc. 2016 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.5 to the Registrant's Registration Statement on Form S-8 (File No. 333-213750) filed on September 22, 2016).</u>
5.1	<u>Opinion of Latham & Watkins LLP.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page hereto).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Ventura, State of California, on February 18, 2021.

THE TRADE DESK, INC.

By: /s/ Jeff T. Green

Jeff T. Green
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Jeff T. Green and Blake J. Grayson, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, 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 order to effectuate the same as fully, to all intents and purposes, as they or 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, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeff T. Green</u> Jeff T. Green	Chief Executive Officer, Director (principal executive officer)	February 18, 2021
<u>/s/ Blake J. Grayson</u> Blake J. Grayson	Chief Financial Officer (principal financial officer and principal accounting officer)	February 18, 2021
<u>/s/ David R. Pickles</u> David R. Pickles	Chief Technology Officer, Director	February 18, 2021
<u>/s/ Lise J. Buyer</u> Lise J. Buyer	Director	February 18, 2021
<u>/s/ Kathryn E. Falberg</u> Kathryn E. Falberg	Director	February 18, 2021
<u>/s/ Thomas Falk</u> Thomas Falk	Director	February 18, 2021
<u>/s/ Eric B. Paley</u> Eric B. Paley	Director	February 18, 2021
<u>/s/ Gokul Rajaram</u> Gokul Rajaram	Director	February 18, 2021
<u>/s/ David B. Wells</u> David B. Wells	Director	February 18, 2021

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Beijing	Moscow
Boston	Munich
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

February 18, 2021

The Trade Desk, Inc.
42 N. Chestnut Street
Ventura, California 93001

Re: Registration Statement on Form S-8: 2,316,987 shares of Class A Common Stock, par value \$0.000001 per share

Ladies and Gentlemen:

We have acted as special counsel to The Trade Desk, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 2,316,987 shares of Class A Common Stock of the Company, par value \$0.000001 per share (the “*Shares*”), issuable pursuant to the Company’s 2016 Incentive Award Plan (the “*2016 Incentive Award Plan*”) and 2016 Employee Stock Purchase Plan (together with the 2016 Incentive Award Plan, the “*Plans*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Securities Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on February 18, 2021 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent

LATHAM & WATKINS LLP

and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by and pursuant to the Plans, and assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of The Trade Desk, Inc. of our report dated February 18, 2021 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the Trade Desk, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
February 18, 2021