

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Alkami Technology, Inc.
(Exact name of Registrant as specified in its charter)

Delaware

State or Other Jurisdiction of
Incorporation or Organization

5601 Granite Parkway, Suite 120
Plano, TX

Address of Principal Executive Offices

45-3060776

I.R.S. Employer Identification No.

75204

Zip Code

2021 Incentive Award Plan
2021 Employee Stock Purchase Plan
(Full Title of the Plan)

Alex Shootman
Chief Executive Officer
Alkami Technology, Inc.
5601 Granite Parkway, Suite 120
Plano, Texas 75024
(877) 725-5264

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

Copies to:

Tad J. Freese
Joel H. Trotter
Kathleen M. Wells
Latham & Watkins LLP
555 Eleventh Street, NW
Washington, DC 20004
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

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 Smaller reporting company
Accelerated filer Emerging growth company
Non-accelerated filer

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

The Registrant is filing this Registration Statement for the purpose of registering:

- an additional 4,497,732 shares of common stock to be issued pursuant to the 2021 Plan (resulting from an automatic annual increase as of January 1, 2022 pursuant to the “evergreen” provision of the 2021 Plan); and
- an additional 199,528 shares of common stock to be issued pursuant to the 2021 Plan that were previously authorized for issuance but were not included on the Prior Registration Statement (as defined below); and
- an additional 500,000 shares of common stock to be issued pursuant to the ESPP (resulting from an automatic annual increase as of January 1, 2022 pursuant to the “evergreen” provision of the ESPP).

These shares being registered pursuant to this Registration Statement are the same class as other securities for which the following registration statement (the “Prior Registration Statement”) relating to the 2021 Plan and the ESPP was filed with the Securities and Exchange Commission (the “SEC”): April 16, 2021 (File No. 333-255300).

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Alkami Technology, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

(a) the Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2021](#), filed with the SEC on February 25, 2022 (the “2021 Annual Report”);

(b) the Registrant’s [Current Report on Form 8-K filed with the SEC on February 23, 2022](#); and

(c) the description of the Registrant’s common stock contained in [Exhibit 4.10](#) to the 2021 Annual Report, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 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 common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of 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 to the extent that a statement contained herein or in any other subsequently filed document which also is or 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.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of 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.

EXHIBIT INDEX

Exhibit	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Alkami Technology, Inc.	8-K	3.1	4/16/2021	
3.2	Amended and Restated Bylaws of Alkami Technology, Inc.	8-K	3.2	4/16/2021	
4.1	Form of Specimen Stock Certificate evidencing the shares of common stock.	S-1	4.1	3/10/2021	
4.2	Fourth Amended and Restated Investors' Rights Agreement, by and among Alkami Technology, Inc. and the investors listed therein, dated as of September 24, 2020.	S-1	4.2	3/10/2021	
4.3	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934	10-K	4.10	2/25/2022	
5.1	Opinion of Latham & Watkins LLP				X
10.1	Alkami Technology, Inc. 2021 Incentive Award Plan.	S-1	10.16	3/10/2021	
10.2	Form of Stock Option Grant Notice and Stock Option Agreement under the 2021 Incentive Award Plan.	S-1	10.17	3/10/2021	
10.3	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2021 Incentive Award Plan.	S-1	10.18	3/10/2021	
10.4	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan.	S-1	10.19	3/10/2021	
10.5	Alkami Technology, Inc. Employee Stock Purchase Plan.	S-1	10.20	3/10/2021	
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)				X
23.2	Consent of Independent Registered Public Accounting Firm				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
107.1	Calculation of Filing Fee Table				X

Indicates a management contract or compensatory plan.

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 the City of Plano, State of Texas, on this 18th day of March, 2022.

ALKAMI TECHNOLOGY, INC.
(Registrant)

By: /s/ Alex Shootman
Alex Shootman
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints W. Bryan Hill and Doug Linebarger, and each of them, 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 any and all amendments to this report, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any other regulatory authority, 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 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 any of them, or their 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 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/ Alex Shootman</u> Alex Shootman	Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2022
<u>/s/ W. Bryan Hill</u> W. Bryan Hill	Chief Financial Officer (Principal Financial Officer)	March 18, 2022
<u>/s/ Kristy Ramundi</u> Kristy Ramundi	Chief Accounting Officer (Principal Accounting Officer)	March 18, 2022
<u>/s/ Brian R. Smith</u> Brian R. Smith	Director and Chairperson	March 18, 2022
<u>/s/ Todd Clark</u> Todd Clark	Director	March 18, 2022
<u>/s/ Michael Hansen</u> Michael Hansen	Director	March 18, 2022
<u>/s/ Charles Kane</u> Charles Kane	Director	March 18, 2022
<u>/s/ Gene Lockhart</u> Gene Lockhart	Director	March 18, 2022
<u>/s/ Steve Mitchell</u> Steve Mitchell	Director	March 18, 2022
<u>/s/ Gary Nelson</u> Gary Nelson	Director	March 18, 2022
<u>/s/ Raph Osnoos</u> Raph Osnoos	Director	March 18, 2022
<u>/s/ Merline Saintil</u> Merline Saintil	Director	March 18, 2022
<u>/s/ Barbara Yastine</u> Barbara Yastine	Director	March 18, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Alkami Technology, Inc.
(Exact Name of Registrant as Specified in its Charter)
Newly Registered Securities

Title of Securities To Be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	4,497,732 ⁽²⁾	\$13.13	\$59,055,221.16	\$5,474.42
Common Stock, \$0.001 par value per share	199,528 ⁽⁴⁾	\$13.13	\$2,619,802.64	\$242.86
Common Stock, \$0.001 par value per share	500,000 ⁽⁵⁾	\$13.13	\$6,565,000.00	\$608.58
Total:	5,197,260		\$68,240,023.80	\$6,325.85 ⁽⁶⁾

(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 the common stock of Alkami Technology, Inc. (the "Registrant") that become issuable under the 2021 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.

(2) Represents the additional shares of common stock available for future issuance under the 2021 Plan resulting from a automatic annual increase as of January 1, 2021.

(3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the Registrant's common stock as reported on The New York Stock Exchange on March 16, 2022.

(4) Represents common stock to be issued pursuant to the 2021 Plan that were previously authorized for issuance but were not included on the Prior Registration Statement.

(5) Represents the additional shares of common stock available for future issuance under the ESPP resulting from an automatic annual increase as of January 1, 2021.

(6) A registration fee in the amount of \$32,740.82 was previously paid by the Registrant in connection with the filing of its Registration Statement on Form S-1 (File No. 333-254108) (as amended, the "S-1 Registration Statement") on April 5, 2021. As a result of a subsequent decrease in the offering size, only \$23,827.35 in registration fees were due in respect of the final number of shares registered under the S-1 Registration Statement. Pursuant to Rule 457(p) under the Securities Act, the Company is offsetting the \$6,325.85 registration fee due under this Registration Statement with the \$8,913 that remains unused from the registration fee paid in connection with the S-1 Registration Statement.

March 18, 2022

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FIRM / AFFILIATE OFFICES

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Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

Alkami Technology, Inc.
5601 Granite Parkway, Suite 120
Plano, Texas 15024

Re: Registration Statement on Form S-8; 5,099,487 shares of Common Stock of Alkami Technology, Inc., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Alkami Technology, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of 5,099,487 shares of common stock of the Company, par value \$0.001 per share (the “**Shares**”), issuable under the Company’s 2021 Incentive Award Plan (the “**2021 Plan**”) and 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the “**Plans**”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on March 18, 2022 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, 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 and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable 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 nonassessable. 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.

LATHAM & WATKINS LLP

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 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-255300) pertaining to the 2021 Incentive Award Plan and the 2021 Employee Stock Purchase Plan of Alkami Technology, Inc. of our report dated February 25, 2022, with respect to the consolidated financial statements of Alkami Technology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Dallas, Texas

March 18, 2022