

Registration No. 333-
As filed with the U.S. Securities and Exchange Commission on March 17, 2023

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MongoDB, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

26-1463205

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

1633 Broadway, 38th Floor

New York, NY 10019

(Address of principal executive offices) (Zip code)

MongoDB, Inc. 2016 Equity Incentive Plan

MongoDB, Inc. 2017 Employee Stock Purchase Plan

(Full titles of the plans)

Dev Ittycheria

President and Chief Executive Officer

MongoDB, Inc.

1633 Broadway, 38th Floor

New York, NY 10019

646-727-4092

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

Copies to:

Nicole Brookshire

Jacqueline Marino

Davis Polk & Wardwell LLP

450 Lexington Ave

New York, NY 10017

(212) 450-4000

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"/> (Do not check if a smaller reporting company)	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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, MongoDB, Inc. (the "**Registrant**") is filing this Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") to register (1) 3,496,138 additional shares of its Class A common stock, par value \$0.001 per share (the "**Common Stock**"), under the MongoDB, Inc. 2016 Equity Incentive Plan (the "**2016 Plan**"), which include additional shares of Common Stock pursuant to the provisions of the 2016 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2016 Plan on February 1, 2023 and additional shares that have become available for issuance under the 2016 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards that had been granted under the Registrant's 2008 Stock Incentive Plan, pursuant to the terms of the 2016 Plan and (2) 699,066 additional shares of Common Stock under the MongoDB, Inc. 2017 Employee Stock Purchase Plan (the "**2017 ESPP**"), pursuant to the provisions of the 2017 ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2017 ESPP on February 1, 2023. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- a.** The contents of the Registrant's Registration Statements on Form S-8 (File No. 333-221028, 333-224058, 333-230661, 333-237570, 333-254592 and 333-263701), filed with the Commission on October 20, 2017, March 30, 2018, April 1, 2019, April 3, 2020, March 22, 2021 respectively and March 18, 2022.
- b.** The Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2023, filed with the Commission on March 17, 2023 (the "**Annual Report**").
- c.** All other reports of the Registrant filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") since the end of the fiscal year covered by the Registrant's Annual Report referred to in (b) above (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items).
- d.** The description of the Common Stock, which is contained in a registration statement on Form 8-A filed on October 10, 2017 (File No. 001-38240) under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including Exhibit 4.4 to the Annual Report.
- e.** All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 subsequently filed document that also 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.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference		
		Schedule Form	File Number	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect	8-K	001-38240	October 25, 2017
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect	S-1	333-220557	September 21, 2017
4.3	Form of Class A common stock certificate of the Registrant	S-1/A	333-220557	October 6, 2017
4.4	Certificate of Retirement	8-K	001-38240	June 16, 2020
4.5	Description of Registered Securities	10-K	001-38240	March 22, 2021
5.1*	Opinion of Davis Polk & Wardwell LLP			
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm			
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)			
24.1*	Power of Attorney (included on the signature page of this Form S-8)			
99.1	Amended and Restated 2016 Equity Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise, Stock Option Grant Notice and Restricted Stock Unit Award Agreement thereunder	S-1/A	333-220557	October 6, 2017
99.2	2017 Employee Stock Purchase Plan	S-1/A	333-220557	October 6, 2017
107*	Filing Fee Table			

* Filed herewith

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 New York, New York, on the 17th day of March, 2023.

MONGODB, INC.

By: /s/ Dev Ittycheria

Name: Dev Ittycheria

Title: President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dev Ittycheria and Michael Gordon, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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, 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 his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/Dev Ittycheria</u> Dev Ittycheria	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2023
<u>/s/Michael Gordon</u> Michael Gordon	Chief Operating Officer and Chief Financial Officer <i>(Principal Financial Officer)</i>	March 17, 2023
<u>/s/Thomas Bull</u> Thomas Bull	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 17, 2023
<u>/s/Tom Killalea</u> Tom Killalea	Director	March 17, 2023
<u>/s/Archana Agrawal</u> Archana Agrawal	Director	March 17, 2023
<u>/s/Roelof Botha</u> Roelof Botha	Director	March 17, 2023
<u>/s/Hope Cochran</u> Hope Cochran	Director	March 17, 2023
<u>/s/Francisco D'Souza</u> Francisco D'Souza	Director	March 17, 2023
<u>/s/Charles M. Hazard, Jr.</u> Charles M. Hazard, Jr.	Director	March 17, 2023
<u>/s/John McMahon</u> John McMahon	Director	March 17, 2023
<u>/s/Dwight Merriman</u> Dwight Merriman	Director	March 17, 2023

Calculation of Filing Fee Tables
Form S-8
MONGODB, INC.
(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁶⁾
Equity	Class A common stock, par value \$0.001 per share	457(h)	3,496,138 ⁽²⁾	\$207.38 ⁽⁴⁾	\$725,029,099	0.00011020	\$79,898.21
Equity	Class A common stock, par value \$0.001 per share	457(h)	699,066 ⁽³⁾	\$176.28 ⁽⁵⁾	\$123,231,355	0.00011020	\$13,580.10
Total Offering Amounts					\$848,260,454		\$93,478.31
Total Fee Offsets							—
Net Fee Due							\$93,478.31

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Registrant’s Class A common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Class A common stock.
- (2) Represents (i) an automatic annual increase equal to 5% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the immediately preceding fiscal year to the aggregate number of shares of the Registrant’s Class A common stock reserved for issuance under, and which annual increase is provided by, the Registrant’s 2016 Equity Incentive Plan (as amended, the “*2016 Plan*”) plus (ii) 809 shares of the Registrant’s Class A common stock that have become available for issuance under the 2016 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards that had been granted under the Registrant’s 2008 Stock Incentive Plan (the “*2008 Plan*”), pursuant to the terms of the 2016 Plan.
- (3) Represents an automatic increase equal to 1% of the total number of shares of the Registrant’s capital stock outstanding on the last day of the immediately preceding fiscal year to the aggregate number of shares of the Registrant’s Class A common stock reserved for issuance under, and which annual increase is provided by, the Registrant’s 2017 Employee Stock Purchase Plan (the “*2017 ESPP*”).
- (4) Estimated in accordance with Rule 457(c) and (h) solely for purposes of calculating the registration fee on the basis of \$207.38, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 15, 2023.
- (5) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$176.28, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 15, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2017 ESPP.
- (6) The Registrant does not have any fee offsets.

March 17, 2023

Re: Opinion of Davis Polk & Wardwell LLP

MongoDB, Inc.
1633 Broadway, 38th Floor
New York, NY 10019

Ladies and Gentlemen:

We have acted as special counsel to MongoDB, Inc., a Delaware corporation (the “**Company**”), and are delivering this opinion in connection with the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of (1) 3,495,329 additional shares of the Company’s Class A common stock, par value \$0.001 per share (the “**Common Stock**”), under the MongoDB, Inc. 2016 Equity Incentive Plan (the “**2016 Plan**”), which include additional shares of Common Stock pursuant to the provisions of the 2016 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2016 Plan on February 1, 2023 and (2) 699,066 additional shares of Common Stock under the MongoDB, Inc. 2017 Employee Stock Purchase Plan (the “**2017 ESPP**,” and, together with the 2016 Plan, the “**Plans**”), pursuant to the provisions of the 2017 ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2017 ESPP on February 1, 2023.

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the shares of Common Stock have been duly authorized and, when and to the extent issued pursuant to the Plans upon receipt by the Company of the consideration for the share of Common Stock specified therein, if and as applicable, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell 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 MongoDB, Inc. of our report dated March 17, 2023 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in MongoDB, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2023.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 17, 2023