

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

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

ServiceTitan, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

26-0331862
(I.R.S. Employer
Identification No.)

**800 N. Brand Blvd.
Suite 100
Glendale, California 91203
(855) 899-0970**
(Address of principal executive offices) (Zip code)

**ServiceTitan, Inc. 2007 Stock Plan
ServiceTitan, Inc. 2015 Stock Plan
ServiceTitan, Inc. 2024 Incentive Award Plan
ServiceTitan, Inc. 2024 Employee Stock Purchase Plan**
(Full titles of the plans)

**Ara Mahdessian
Chief Executive Officer
ServiceTitan, Inc.
800 N. Brand Blvd.
Suite 100
Glendale, California 91203
(855) 899-0970**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Tad J. Freese
Sarah B. Axtell
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

**Dave Sherry
Olive Huang
Scott Booth
ServiceTitan, Inc.
800 N. Brand Blvd.
Suite 100
Glendale, California 91203
(855) 899-0970**

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.

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 Securities and Exchange Commission (the "SEC"). 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 REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by ServiceTitan, Inc. (the “Registrant”) with the SEC are incorporated by reference into this Registration Statement:

- (a) Amendment No. 2 to the Registrant’s Registration Statement on [Form S-1](#) filed with the SEC on December 10, 2024 (File No. 333-283296), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) The Registrant’s Prospectus to be filed on or about December 12, 2024 pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-283296); and
- (c) the description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-42434), filed by the Registrant with the SEC under Section 12(b) of the Exchange Act on December 9, 2024, including any amendment or report filed for the purpose of updating such description.

All reports and documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (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 that indicates 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 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 which 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 4. DESCRIPTION OF SECURITIES

See the description of the Registrant’s Class A common stock and Class B common stock contained in the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-283296).

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Registrant is governed by the General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”). Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending, or completed actions, suits, or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee, or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. Article 9 of the Registrant’s amended and restated certificate of incorporation, which will become effective immediately prior to the completion of the Registrant’s initial public offering, provides for indemnification by the Registrant of its directors, officers, and employees to the fullest extent permitted by the Delaware General Corporation Law. The Registrant has entered into indemnification agreements with each of its current directors, executive officers, and certain other officers to provide these directors and officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant’s amended and restated certificate of incorporation and amended and restated bylaws, which will become effective immediately prior to the completion of the Registrant’s initial public offering, and to provide additional procedural protections.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) in the case of directors, for unlawful payments of dividends or unlawful stock repurchases, redemptions, or other distributions, or (iv) for any transaction from which the director or officer derived an improper personal benefit, provided that officers may not be indemnified for actions by or in the right of the corporation. The Registrant's amended and restated certificate of incorporation, which will become effective immediately prior to the completion of the Registrant's initial public offering, provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (b) to the Registrant with respect to payments that may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

See also the Undertakings set forth in the response to Item 9 herein.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	File Number	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	S-1	333-283296	3.1 November 18, 2024
4.2	Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect upon the completion of the Registrant's initial public offering.	S-1	333-283296	3.2 November 18, 2024
4.3	Amended and Restated Bylaws of the Registrant.	S-1	333-283296	3.3 November 18, 2024
4.4	Form of Amended and Restated Bylaws of the Registrant, to be in effect upon the completion of the Registrant's initial public offering.	S-1	333-283296	3.4 November 18, 2024
4.5	Form of Class A Common Stock Certificate of the Registrant.	S-1	333-283296	4.2 November 18, 2024
4.6*	Form of Class B Common Stock Certificate of the Registrant.			
5.1*	Opinion of Latham & Watkins LLP.			

23.1*	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				
23.2*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.				
24.1*	Power of Attorney (included on the signature page to the Registration Statement)				
99.1#	ServiceTitan, Inc. 2024 Incentive Award Plan and related form agreements.	S-1/A	333-283296	10.2	December 10, 2024
99.2#	ServiceTitan, Inc. 2024 Employee Stock Purchase Plan and related form agreements.	S-1/A	333-283296	10.3	December 10, 2024
99.3#	ServiceTitan, Inc. 2015 Stock Plan and related form agreements.	S-1	333-283296	10.4	November 18, 2024
99.4#	ServiceTitan, Inc. 2007 Stock Plan and related form agreements.	S-1	333-283296	10.5	November 18, 2024
107.1*	Filing Fee Table				

* Filed herewith.

Indicates management contract or compensatory plan.

ITEM 9. UNDERTAKINGS

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- B. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Glendale, State of California, on this 11th day of December, 2024.

SERVICETITAN, INC.

By: /s/ Ara Mahdessian

Name: Ara Mahdessian

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ara Mahdessian, Vahe Kuzoyan and Dave Sherry, 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 SEC, 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/ Ara Mahdessian</u> Ara Mahdessian	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	December 11, 2024
<u>/s/ Dave Sherry</u> Dave Sherry	Chief Financial Officer (<i>Principal Financial Officer</i>)	December 11, 2024
<u>/s/ Michele O'Connor</u> Michele O'Connor	Chief Accounting Officer (<i>Principal Accounting Officer</i>)	December 11, 2024
<u>/s/ Vahe Kuzoyan</u> Vahe Kuzoyan	President and Director	December 11, 2024
<u>/s/ Nina Achadjian</u> Nina Achadjian	Director	December 11, 2024
<u>/s/ Michael Brown</u> Michael Brown	Director	December 11, 2024
<u>/s/ Tim Cabral</u> Tim Cabral	Director	December 11, 2024
<u>/s/ Byron Deeter</u> Byron Deeter	Director	December 11, 2024
<u>/s/ Ilya Golubovich</u> Ilya Golubovich	Director	December 11, 2024
<u>/s/ William Griffith</u> William Griffith	Director	December 11, 2024
<u>/s/ William Hsu</u> William Hsu	Director	December 11, 2024

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#

CLASS B COMMON STOCK

PAR VALUE \$0.001

CLASS B COMMON STOCK



ServiceTitan[®]

ServiceTitan, Inc.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

Certificate
Number
ZQ00000000

Shares
*****000000*****

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE & MR. SAMPLE & MRS. SAMPLE

SEE REVERSE FOR CERTAIN DEFINITIONS

is the owner of

*****ZERO HUNDRED THOUSAND ZERO HUNDRED AND ZERO*****

THIS CERTIFICATE IS TRANSFERABLE IN CITIES DESIGNATED BY THE TRANSFER AGENT, AVAILABLE ONLINE AT www.computershare.com

FULLY-PAID AND NON-ASSESSABLE SHARES OF CLASS B COMMON STOCK OF

ServiceTitan, Inc. (hereinafter called the "Company"), transferable on the books of the Company in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate, and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended, and the Bylaws, as amended, of the Company (copies of which are on file with the Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

FACSIMILE SIGNATURE TO COME

President



DATED **00-0000-YYYY**

COUNTERSIGNED AND REGISTERED:
COMPUTERSHARE TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTRAR,

FACSIMILE SIGNATURE TO COME

Secretary

By _____ AUTHORIZED SIGNATURE

SECURITY INSTRUCTIONS ON REVERSE

12345



PO Box 4394, Providence RI 02940-3904

MR. SAMPLE
DESIGNATION (if any)

A00 1
A00 2
A00 3
A00 4



CUSIP IDENTIFIER

Holder ID

Insurance Value

Number of Shares

DTC

Certificate Numbers

Num/No. Denom.

Total

12345678901234567890

12345678901234567890

12345678901234567890

12345678901234567890

12345678901234567890

Total Transaction

XXXXXXXX XX X

XXXXXXXXXXXX

1,000,000.00

123456

12345678 123456789012345

1 1

2 2

3 3

4 4

5 5

6 6

7 7

SERVICETITAN, INC.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT Custodian.....
	(Gift)	(Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors Act.....	
		(State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT Custodian (until age).....)
	(Gift)	
	 under Uniform Transfers to Minors Act.....
	(Minor)	(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto _____ **PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBERS OF ASSIGNEE**

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
of the Class B common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney
to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: _____ 20 _____

Signature: _____

Signature: _____

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed Medallion Guarantee Stamp
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Bank, Stockbroker, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17d-11.

SECURITY INSTRUCTIONS
THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that the named transfer agent ("we") report the cost basis of certain shares or units acquired after January 1, 2011. If your shares or units are covered by the legislation, and you requested to sell or transfer the shares or units using a specific cost basis calculation method, then we have processed as you requested. If you did not specify a cost basis calculation method, then we have defaulted to the first in, first out (FIFO) method. Please consult your tax advisor if you need additional information about cost basis.
If you do not keep in contact with the issuer or do not have any activity in your account for the time period specified by state law, your property may become subject to state unclaimed property laws and transferred to the appropriate state.

1534201

140 Scott Drive
 Menlo Park, California 94025
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

LATHAM & WATKINS LLP

December 11, 2024

FIRM / AFFILIATE OFFICES

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

ServiceTitan, Inc.
 800 N. Brand Blvd., Suite 100
 Glendale, California 91203

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as counsel to ServiceTitan, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “*Commission*”) of a Registration Statement (the “*Registration Statement*”) on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance of (i) up to 34,025,098 shares of Class A common stock, \$0.001 par value per share (the “*Class A Shares*”), and (ii) up to 9,060,608 shares of Class B common stock of the Company, \$0.001 par value per share (together with the Class A Shares, the “*Shares*”), which may be issued pursuant to the Company’s 2007 Stock Plan (the “*2007 Plan*”), the Company’s 2015 Stock Plan (the “*2015 Plan*”), the Company’s 2024 Incentive Award Plan (the “*2024 Plan*”), and the Company’s 2024 Employee Stock Purchase Plan (the “*ESPP*”). 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 related Prospectus, other than as expressly stated herein with respect to the issue 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, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the 2007 Plan, the 2015 Plan, the 2024 Plan, and the ESPP, assuming in each case that the

LATHAM & WATKINS LLP

individual issuances, grants or awards under the 2007 Plan, the 2015 Plan, the 2024 Plan, and the ESPP 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 2007 Plan, the 2015 Plan, the 2024 Plan, and the ESPP, as applicable (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such 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 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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ServiceTitan, Inc. of our report dated April 16, 2024 relating to the financial statements of ServiceTitan, Inc., which appears in ServiceTitan, Inc.'s Registration Statement on Form S-1 (No. 333-283296).

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
December 11, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)ServiceTitan, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.001 per share (“Class A common stock”), reserved for issuance upon the exercise of options outstanding under the Registrant’s 2007 Stock Plan, as amended (the “2007 Plan”)	457(h)	46,826 ⁽²⁾⁽³⁾	\$0.19 ⁽⁴⁾	\$8,896.94	\$153.10 per \$1,000,000	\$1.36
Equity	Class A common stock reserved for issuance pursuant to options outstanding under the Registrant’s 2015 Stock Plan, as amended (the “2015 Plan”)	457(h)	4,297,791 ⁽²⁾⁽⁵⁾	\$15.53 ⁽⁶⁾	\$66,744,694.23	\$153.10 per \$1,000,000	\$10,218.61
Equity	Class A common stock reserved for issuance pursuant to restricted stock units outstanding under the 2015 Plan	457(h)	5,429,049 ⁽²⁾⁽⁷⁾	\$71.00 ⁽⁸⁾	\$385,462,479.00	\$153.10 per \$1,000,000	\$59,014.31
Equity	Class B common stock, par value \$0.001 per share (“Class B common stock”), reserved for issuance upon the exercise of options outstanding under the 2015 Plan	457(h)	2,384,734 ⁽²⁾⁽⁹⁾	\$12.72 ⁽¹⁰⁾	\$30,333,816.48	\$153.10 per \$1,000,000	\$4,644.11
Equity	Class A common stock issuable upon conversion of Class B common stock reserved for issuance upon the exercise of options outstanding under the 2015 Plan	457(h)	2,384,734 ⁽²⁾⁽¹¹⁾	— ⁽¹²⁾	—	—	—
Equity	Class B common stock reserved for issuance pursuant to restricted stock units outstanding under the 2015 Plan	457(h)	6,675,874 ⁽²⁾⁽¹³⁾	\$71.00 ⁽⁸⁾	\$473,987,054.00	\$153.10 per \$1,000,000	\$72,567.42

Equity	Class A common stock issuable upon conversion of Class B common stock reserved for issuance pursuant to restricted stock units outstanding under the 2015 Plan	457(h)	6,675,874 ⁽²⁾⁽¹⁴⁾	— ⁽¹²⁾	—	—	—
Equity	Class A common stock reserved for issuance pursuant to awards under the Registrant's 2024 Employee Stock Purchase Plan (the "ESPP")	457(h)	2,265,187 ⁽¹⁵⁾	\$60.35 ⁽¹⁶⁾	\$136,704,035.45	\$153.10 per \$1,000,000	\$20,929.39
Equity	Class A common stock reserved for issuance pursuant to awards under the Registrant's 2024 Incentive Award Plan (the "2024 Plan")	457(h)	12,925,637 ⁽¹⁷⁾	\$71.00 ⁽⁸⁾	\$917,720,227.00	\$153.10 per \$1,000,000	\$140,502.97
Total Offering Amounts							\$2,010,961,203.10
Total Fee Offsets⁽¹⁸⁾							N/A
Net Fee Due							\$307,878.16

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement ("Registration Statement") shall also cover any additional shares of Class A common stock or Class B common stock that become issuable under the 2007 Plan, the 2015 Plan, the 2024 Plan, and the ESPP, by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that results in an increase to the number of outstanding shares of Class A common stock or Class B common stock, as applicable.
- (2) Any shares of Class A common stock or Class B common stock that are subject to awards under the 2007 Plan and the 2015 Plan that (i) expire, lapse, or are terminated, are converted into an award in respect of shares of another entity in connection with a spin-off or other similar event, are exchanged for cash, surrendered, repurchased, or cancelled, in any case, in a manner that results in the Registrant acquiring the underlying shares at a price not greater than the price paid by the participant or not issuing the underlying shares, (ii) are tendered or withheld to satisfy the grant, exercise price, or tax withholding obligation with respect to any award, or (iii) are subject to stock appreciation rights that are not issued in connection with the stock settlement of stock appreciation rights on exercise thereof, will be available for issuance as shares of Class A common stock under the 2024 Plan.
- (3) Represents 46,826 shares of Class A common stock issuable upon the exercise of options to purchase shares of Class A common stock outstanding under the 2007 Plan as of the date of this Registration Statement.
- (4) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$0.19, which is the weighted-average exercise price for Class A common stock options outstanding under the 2007 Plan as of the date of this Registration Statement.
- (5) Represents 4,297,791 shares of Class A common stock issuable upon the exercise of options to purchase shares of Class A common stock outstanding under the 2015 Plan as of the date of this Registration Statement.
- (6) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$15.53, which is the weighted-average exercise price for Class A common stock options outstanding under the 2015 Plan as of the date of this Registration Statement.
- (7) Represents 5,429,049 shares Class A common stock underlying restricted stock unit awards outstanding under the 2015 Plan as of the date of this Registration Statement.
- (8) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the initial public offering price of the Class A common stock of \$71.00 per share, as set forth in the Registrant's Registration Statement on Form S-1 (File No. 333-283296), as amended (the "S-1 Registration Statement"), that was declared effective on December 11, 2024.
- (9) Represents 2,384,734 shares of Class B common stock issuable upon the exercise of options to purchase shares of Class B common stock outstanding under the 2015 Plan as of the date of this Registration Statement.
- (10) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$12.72, which is the weighted-average exercise price for Class B common stock options outstanding under the 2015 Plan as of the date of this Registration Statement.
- (11) Represents Class A common stock issuable upon conversion, on a one-for-one basis, of shares of Class B common stock issuable upon the exercise of options to purchase shares of Class B common stock outstanding under the 2015 Plan as of the date of this Registration Statement.

-
- (12) Pursuant to Rule 457(i) under the Securities Act, there is no fee associated with the registration of Class A common stock issuable upon conversion of any Class B common stock (a convertible security) being registered under this Registration Statement because no additional consideration will be received in connection with the conversion of Class B common stock.
 - (13) Represents 6,675,874 shares Class B common stock underlying restricted stock unit awards outstanding under the 2015 Plan as of the date of this Registration Statement.
 - (14) Represents Class A common stock issuable upon conversion, on a one-for-one basis, of shares of Class B common stock underlying restricted stock units outstanding under the 2015 Plan as of the date of this Registration Statement.
 - (15) Represents 2,265,187 shares of Class A common stock reserved for future issuance under the ESPP. The number of shares of reserved for issuance under the ESPP will automatically increase on January 1st of each year, starting on January 1, 2025 and continuing annually on the anniversary thereof through (and including) January 1, 2034, equal to the lesser of (a) one percent (1%) of the aggregate number of shares of all classes of the Registrant's common stock outstanding (on an as-converted basis) on the last day of the immediately preceding calendar year and (b) such number of shares as determined by the Registrant's board of directors.
 - (16) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the initial public offering price of the Class A common stock of \$71.00 per share, as set forth in the S-1 Registration Statement that was declared effective on December 11, 2024, multiplied by 85%, which reflects the discount to the purchase price applicable to purchases under the ESPP.
 - (17) Represents 12,925,637 shares of Class A common stock reserved for future issuance under the 2024 Plan as of the date of this Registration Statement. The number of shares of reserved for issuance under the 2024 will automatically increase on January 1st of each year, starting on January 1, 2025 and continuing annually on the anniversary thereof through (and including) January 1, 2034, equal to the lesser of (a) the sum of five percent (5%) of the aggregate number of shares of all classes of the Registrant's common stock and any shares of the Registrant's common stock underlying any warrant to purchase shares of the Registrant's common stock with an exercise price less than or equal to \$0.10 per share, in each case, outstanding on the last day of the immediately preceding calendar year or (b) such smaller number of shares as determined by the Registrant's board of directors.
 - (18) The Registrant does not have any fee offsets.