

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Redfin Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6531
(Primary Standard Industrial
Classification Code Number)

74-3064240
(I.R.S. Employer
Identification Number)

**1099 Stewart Street, Suite 600
Seattle, WA 98101
(206) 576-8333**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Glenn Kelman
Chief Executive Officer
Redfin Corporation
1099 Stewart Street, Suite 600
Seattle, WA 98101
(206) 576-8333**

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

Copies to:

**Alan C. Smith
James D. Evans
David K. Michaels
Fenwick & West LLP
1191 Second Avenue, Floor 10
Seattle, WA 98101
(206) 389-4510**

**Anthony Kappus
General Counsel
Redfin Corporation
1099 Stewart Street, Suite 600
Seattle, WA 98101
(206) 576-8333**

**Eric C. Jensen
Alan Hamblton
Gian-Michele a Marca
Jason Savich
Cooley LLP
1700 Seventh Ave, Suite 1900
Seattle, WA 98101
(206) 452-8700**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, or Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-226187

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered		Proposed Maximum Offering Price per Share		Proposed Maximum Aggregate Offering Price		Amount of Registration Fee
Common Stock, par value \$0.001 per share	811,336	(1)(2)	\$23.50		\$19,066,396	(3)	\$2,374
Total					\$19,066,396		\$2,374

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, such number of shares of common stock registered hereby shall include an indeterminate number of shares of common stock that may be issued in connection with a stock split, stock dividend, recapitalization or similar event.

(2) Represents only the additional number of shares of common stock being registered, including additional shares that the underwriters have the option to purchase. Does not include the shares of common stock that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-226187), or the Prior Registration Statement.

(3) Calculated in accordance with Rule 457(a) under the Securities Act, based upon the public offering price. The Registrant previously registered shares of common stock with a proposed aggregate offering price not to exceed \$95,332,125 on the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional amount of shares of common stock having a proposed maximum aggregate offering price of \$19,066,396 are hereby registered, which includes the additional shares of common stock that the underwriters have the option to purchase.

This Registration Statement shall become effective on filing in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Securities Act"), Redfin Corporation ("Registrant") is filing this Registration Statement on Form S-1 (this "Registration Statement") with the Securities and Exchange Commission ("Commission"). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-226187) (the "Prior Registration Statement"), which the Registrant originally filed with the Commission on July 16, 2018, and which the Commission declared effective on July 18, 2018.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by 811,336 shares, 105,826 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional shares of common stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price of shares of common stock set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement. The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of Fenwick & West (included in Exhibit 5.1)					X
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm					X
24.1	Power of Attorney	S-1	333-226187	24.1	July 16, 2018	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on July 18, 2018.

REDFIN CORPORATION

By: /s/ Glenn Kelman
Glenn Kelman
President and Chief Executive Officer

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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Glenn Kelman</u> Glenn Kelman	President, Chief Executive Officer and Director (Principal Executive Officer)	July 18, 2018
<u>/s/ Chris Nielsen</u> Chris Nielsen	Chief Financial Officer (Principal Financial and Accounting Officer)	July 18, 2018
<u>*</u> Robert Mylod, Jr.	Chairman of the Board of Directors	July 18, 2018
<u>*</u> Robert Bass	Director	July 18, 2018
<u>*</u> Julie Bornstein	Director	July 18, 2018
<u>*</u> Austin Ligon	Director	July 18, 2018
<u>*</u> David H. Lissy	Director	July 18, 2018
<u>*</u> James Slavet	Director	July 18, 2018
<u>*</u> Selina Tobaccowala	Director	July 18, 2018

*By: /s/ Chris Nielsen
Chris Nielsen
Attorney-in-fact

Fenwick

FENWICK & WEST LLP

1191 SECOND AVENUE, 10TH FLOOR SEATTLE, WA 98101
TEL: 206.389.4510 FAX: 206.389.4511 WWW.FENWICK.COM

July 18, 2018

Redfin Corporation
1099 Stewart Street, Suite 600
Seattle, WA 98101

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (the "**Registration Statement**") filed by Redfin Corporation, a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about July 18, 2018, pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "**Securities Act**"), in connection with the registration of up to 811,336 shares of the Company's Common Stock, \$0.001 par value per share (the "**Stock**") that may be issued by the Company.

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) The Company's Restated Certificate of Incorporation filed with and certified by the Secretary of State of the State of Delaware on August 2, 2017 (the "**Restated Certificate**").
 - (2) The Company's Restated Bylaws, certified to us as of the date hereof by an officer of the Company as being complete and in full force and effect as of the date hereof (the "**Restated Bylaws**").
 - (3) The Registration Statement, together with the exhibits filed as a part thereof or incorporated therein by reference.
 - (4) The prospectus prepared in connection with the Registration Statement for registration of the Stock (the "**Prospectus**").
 - (5) Minutes of meetings and actions by written consent of the Company's Board of Directors and authorized committees thereof (together, the "**Board**") and the Company's stockholders (the "**Stockholders**") at which, or pursuant to which, the Restated Certificate and the Restated Bylaws were approved.
 - (6) Minutes of meetings and actions by written consent of the Board and Stockholders at which, or pursuant to which, the sale and issuance of the Stock were adopted and approved.
 - (7) The stock records of the Company that the Company has provided to us (consisting of a certificate from the Company's transfer agent, American Stock Transfer & Trust Company, LLC, dated July 16, 2018, verifying the number of the Company's issued and outstanding shares of each class of capital stock as of July 13, 2018, and a statement prepared by the Company as to the number of issued and outstanding options, restricted stock units and any additional shares of capital stock reserved for future issuance in connection with the Company's 2017 Equity Incentive Plan, 2017 Employee Stock Purchase Plan and Amended and Restated 2004 Equity Incentive Plan as of July 13, 2018).
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- (8) A Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated July 16, 2018, stating that the Company is qualified to do business and in good standing under the laws of the State of Delaware (the "*Certificate of Good Standing*").
- (9) An Opinion Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "*Opinion Certificate*").

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination, modification, amendment or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company.

We also have assumed that any certificates or instruments representing the Stock will be, when issued, properly signed by authorized officers of the Company or their agents.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than (i) the existing federal laws of the United States of America and (ii) the Delaware General Corporation Law and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that (i) at or prior to the time of the delivery of any Stock, the Registration Statement and any amendments thereto (including any necessary post-effective amendments) will have been declared effective under the Securities Act, that the registration will apply to such Stock and will not have been modified or rescinded and (ii) there will not have occurred any change in law affecting the validity of the issuance of such Stock.

We express no opinion regarding the effectiveness of any waiver or stay, extension or usury laws, or of unknown future rights. Further, we express no opinion regarding the effect of provisions relating to indemnification, exculpation or contribution to the extent such provisions may be held unenforceable as contrary to federal or state securities laws.

Based upon the foregoing, we are of the opinion that up to 811,336 shares of Stock to be issued and sold by the Company, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the Prospectus and in accordance with the resolutions adopted by the Board, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting parts thereof and any amendments thereto.

[Concluding Paragraph Follows on Next Page]

This opinion is intended solely for use in connection with issuance and sale of the Stock subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered on, and speaks only as of, the date first written above and is based solely on our understanding of facts in existence as of such date after the aforementioned examination. In rendering the opinions above, we are opining only as to the specific legal issues expressly set forth therein, and no opinion shall be inferred as to any other matter or matters. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated February 22, 2018, relating to the financial statements of Redfin Corporation and subsidiaries, appearing in the Annual Report on Form 10-K of Redfin Corporation for the year ended December 31, 2017, and incorporated by reference in the Prospectuses included in Registration Statement No. 333-226187 on Form S-1. We also consent to the reference to us under the heading “Experts” in the Prospectuses, which are part of such Registration Statement.

/s/ Deloitte & Touche LLP

Seattle, Washington

July 18, 2018