

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

**FORM S-8  
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)

74-3064240  
(I.R.S. Employer  
Identification No.)

**Redfin Corporation**  
1099 Stewart Street, Suite 600  
Seattle, WA 98101  
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2004 Equity Incentive Plan  
2017 Equity Incentive Plan  
2017 Employee Stock Purchase Plan  
(Full title of the plans)

**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)

*Please send copies of all communications to:*

**Alan C. Smith**  
**James D. Evans**  
Fenwick & West LLP  
1191 Second Avenue, Floor 10  
Seattle, WA 98101  
(260) 389-4510

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by checkmark if the registrant has not elected 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
Common stock, \$0.001 par value per share				

- To be issued under the 2017 Equity Incentive Plan	7,895,659 <sup>(2)</sup>	\$15.00 <sup>(3)</sup>	\$118,434,885 <sup>(3)</sup>	\$13,727 <sup>(3)</sup>
- To be issued under the 2017 Employee Stock Purchase Plan	1,600,000 <sup>(4)</sup>	12.75 <sup>(5)</sup>	20,400,000 <sup>(5)</sup>	2,365 <sup>(5)</sup>
- Outstanding under the Amended and Restated 2004 Equity Incentive Plan	13,528,326 <sup>(6)</sup>	6.29 <sup>(7)</sup>	85,093,171 <sup>(7)</sup>	9,863 <sup>(7)</sup>
<b>TOTAL</b>	<b>23,023,985</b>		<b>\$223,928,056</b>	<b>\$25,955</b>

- (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 Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.
- (2) Shares of common stock reserved for issuance under the 2017 Equity Incentive Plan ("*2017 Plan*") consists of (a) 3,700,000 shares of common stock reserved for issuance under the 2017 Plan and (b) 4,159,659 shares of common stock previously reserved but unissued under the Amended and Restated 2004 Equity Incentive Plan ("*2004 Plan*") that are now available for issuance under the 2017 Plan. To the extent outstanding awards under the 2004 Plan are forfeited, lapse unexercised, or would otherwise have been returned to the share reserve under the 2004 Plan, the shares of common stock subject to such awards instead will be available for future grant and issuance under the 2017 Plan. See footnote 6 below.
- (3) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act on the basis of the initial public offering price per share of the Registrant's common stock as set forth in the Registrant's prospectus filed with the Securities and Exchange Commission on or around July 28, 2017 pursuant to Rule 424(b) under the Securities Act.
- (4) Represents shares reserved for issuance under the 2017 Employee Stock Purchase Plan ("*Purchase Plan*") as of the date of this Registration Statement.
- (5) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act on the basis of the initial public offering price per share of the Registrant's common stock multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Purchase Plan.
- (6) Represents shares subject to issuance upon the exercise of stock options outstanding under the 2004 Plan as of the date of this Registration Statement. Any such shares of common stock that are subject to awards under the 2004 Plan, which are forfeited, lapse unexercised, or would otherwise have been returned to the share reserve under the 2004 Plan will be available for issuance under the 2017 Plan. See footnote 2 above.
- (7) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act on the basis of the weighted average exercise price for stock options outstanding under the 2004 Plan granted by the Registrant as of the date of this Registration Statement.

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**PART I**

**Information Required in the Section 10(a) Prospectus**

The information called for by Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "*Registration Statement*") and has been or will be sent or given to participating service providers in accordance with Rule 428 of the Securities Act of 1933, as amended (the "*Securities Act*"), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "*Commission*") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

## PART II

### Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by Redfin Corporation (the “*Registrant*”) with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Registrant’s prospectus filed on July 28, 2017 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (Registration No. 333-219093), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed; and
- (b) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (Registration No. 001-38160) filed with the Commission on July 19, 2017 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. 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 in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

As of the date of this Registration Statement, an attorney of Fenwick & West LLP beneficially owns an aggregate of 4,637 shares of the Registrant’s common stock (after giving effect to the automatic conversion of all outstanding shares of the Registrant’s convertible preferred stock, which will occur upon the completion of the Registrant’s initial public offering).

#### Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“*DGCL*”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the DGCL are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

As permitted by the DGCL, the Registrant’s restated certificate of incorporation to be effective immediately prior to the completion of the Registrant’s initial public offering contains provisions that eliminate the personal liability of its directors for monetary damages for any breach of fiduciary duties as a director, except liability for the following:

- any breach of the director’s duty of loyalty to the Registrant or its stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the DGCL (regarding unlawful dividends and stock purchases); or
- any transaction from which the director derived an improper personal benefit.

As permitted by the DGCL, the Registrant’s restated bylaws to be effective immediately prior to the completion of the Registrant’s initial public offering, provide that:

- the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the DGCL, subject to very limited exceptions;
- the Registrant may indemnify its other employees and agents as set forth in the DGCL;
- the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the DGCL, subject to very limited exceptions; and

- the rights conferred in the restated bylaws are not exclusive.

The Registrant has entered into indemnification agreements with each of its current directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's restated certificate of incorporation and restated bylaws and to provide additional procedural protections. At present, there is no pending litigation or proceeding involving a director, executive officer, or employee of the Registrant regarding which indemnification is sought. Reference is also made to the Underwriting Agreement filed with the Form S-1 for the Registrant's initial public offering, which provides for the indemnification of officers, directors, and controlling persons of the Registrant against certain liabilities. The indemnification provisions in the Registrant's restated certificate of incorporation, restated bylaws, and the indemnification agreements entered into or to be entered into between the Registrant and each of its directors and executive officers may be sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

The Registrant has directors' and officers' liability insurance for its directors and officers.

Certain of the Registrant's directors are also indemnified by their employers with regard to their service on the Registrant's board of directors.

See also the undertakings set out in response to Item 9 of this Registration Statement.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

#### Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation, as amended, as currently in effect.	S-1/A	333-219093	3.1	7/17/2017	
4.2	Form of Restated Certificate of Incorporation to be effective immediately prior to the completion of the Registrant's initial public offering.	S-1/A	333-219093	3.2	7/17/2017	
4.3	Amended and Restated Bylaws, as currently in effect.	S-1	333-219093	3.3	6/30/2017	
4.4	Form of Restated Bylaws to be effective immediately prior to the completion of the Registrant's initial public offering.	S-1/A	333-219093	3.4	7/17/2017	
4.5	Form of Common Stock Certificate of the Registrant.	S-1/A	333-219093	4.1	7/26/2017	
4.6	Amended and Restated 2004 Equity Incentive Plan and forms of award agreements thereunder.	S-1	333-219093	10.2	6/30/2017	
4.7	2017 Equity Incentive Plan, and forms of award agreements thereunder.	S-1/A	333-219093	10.3	7/17/2017	
4.8	2017 Employee Stock Purchase Plan and form of subscription agreement thereunder.	S-1/A	333-219093	10.11	7/17/2017	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of Fenwick & West LLP (included in Exhibit 5.1).					X
23.2	Consent of Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X

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**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 this 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(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 clauses (A)(1)(i) and (A)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

B. The undersigned 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 into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, 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 Commission 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 hereby, 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, 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 Seattle, State of Washington, on this 28th day of July, 2017.

### REDFIN CORPORATION

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

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Glenn Kelman and Chris Nielsen, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this Registration Statement on Form S-8), 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 for 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 his or her 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 on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Glenn Kelman</u> Glenn Kelman	President, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	July 28, 2017
<u>/s/ Chris Nielsen</u> Chris Nielsen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 28, 2017
<u>/s/ Robert Mylod, Jr.</u> Robert Mylod, Jr.	Chairman of the Board of Directors	July 28, 2017
<u>/s/ Robert Bass</u> Robert Bass	Director	July 28, 2017
<u>/s/ Julie Bornstein</u> Julie Bornstein	Director	July 28, 2017
<u>/s/ Paul Goodrich</u> Paul Goodrich	Director	July 28, 2017
<u>/s/ Austin Ligon</u> Austin Ligon	Director	July 28, 2017
<u>/s/ James Slavet</u> James Slavet	Director	July 28, 2017
<u>/s/ Selina Tobaccowala</u> Selina Tobaccowala	Director	July 28, 2017

**EXHIBIT INDEX**

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23.1	<a href="#">Consent of Fenwick &amp; West LLP (included in Exhibit 5.1).</a>					X
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>					X



July 28, 2017

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

Ladies and Gentlemen:

As counsel to Redfin Corporation, a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about July 28, 2017 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 23,023,985 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), subject to issuance by the Company (a) upon the exercise or settlement of awards to be granted under the Company's 2017 Equity Incentive Plan (the "**2017 Plan**"), (b) pursuant to purchase rights to acquire shares of Common Stock to be granted under the Company's 2017 Employee Stock Purchase Plan (the "**2017 ESPP**"), and (c) upon the exercise or settlement of awards granted under the Company's Amended and Restated 2004 Equity Incentive Plan, as amended (the "**2004 Plan**"). The 2017 Plan, 2017 ESPP, and 2004 Plan are each individually referred to herein as a "**Plan**" and collectively as the "**Plans**." At your request, we are providing this letter to express our opinion on the matters set forth below in this letter ("**our opinion**").

In connection with our opinion expressed below, we have examined originals or copies of the Company's certificate of incorporation and bylaws, the Plans, certain corporate proceedings of the Company's board of directors and stockholders relating to the Registration Statement, the Plans and the Company's current certificate of incorporation and bylaws, and such other agreements, documents, certificates and statements of the Company and public or governmental officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures on documents submitted to us, the conformity to originals of all documents submitted to us as copies, and the absence of any undisclosed termination, waiver or amendment to any document reviewed by us. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Secretary of State of the State of Delaware and representations made to us by the Company, including representations that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law.

Based upon, and subject to, the foregoing, it is our opinion that when the 23,023,985 shares of Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards to be granted under the 2017 Plan, (b) pursuant to purchase rights to acquire shares of Common Stock to be granted under the 2017 ESPP, and (c) upon the exercise or settlement of awards granted under the 2004 Plan, have been issued and sold by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including without limitation payment and authorization provisions) of the applicable Plan, and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

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 prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. 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 FormS-8 of our report dated April 5, 2017 (July 14, 2017 as it relates to the reverse stock split described in Note 1), relating to the consolidated financial statements of Redfin Corporation and subsidiaries appearing in Registration Statement No. 333-219093, as amended.

/s/ Deloitte & Touche LLP

Seattle, Washington

July 27, 2017