

As filed with the Securities and Exchange Commission on February 22, 2018

Registration No. 333-

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

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

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**Redfin Corporation**

(Exact name of registrant as specified in its charter)

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**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)

**2017 Employee Stock Purchase Plan**  
(Full title of the plan)

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**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)

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*Please send copies of all communications to:*

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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, 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 Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company   
 Emerging growth company

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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.001 par value per share				
- Reserved for future issuance under the 2017 Employee Stock Purchase Plan	814,688 <sup>(2)</sup>	\$21.52 <sup>(3)</sup>	\$17,532,086	\$2,183
<b>TOTAL</b>	<b>814,688</b>	<b>N/A</b>	<b>\$17,532,086</b>	<b>\$2,183</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) Represents additional shares of the Registrant's common stock reserved for issuance under the Registrant's 2017 Employee Stock Purchase Plan (the "**ESPP**") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the ESPP on January 1 of each calendar year. The annual increase is equal to the lesser of (a) 1% of the number of shares of the Registrant's common stock issued and outstanding as of the immediately preceding December 31 or (b) such number of shares determined by the Registrant's board of directors.

(3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on February 21, 2018. Under the ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant's common stock on the offering date or the purchase date, whichever is less.

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

Pursuant to General Instruction E of Form S-8, Redfin Corporation (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register 814,688 additional shares of common stock reserved for issuance under the Registrant's 2017 Employee Stock Purchase Plan (the "**Plan**") pursuant to the provisions of the Plan providing for an automatic increase in the number of shares reserved for issuance under the Plan on January 1, 2018. This Registration Statement hereby incorporates by reference the contents of the

Registrant's registration statement on Form S-8 filed with the Commission on July 28, 2017 (Registration No. 333-219561). 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 Form S-8 has been omitted from this Registration Statement.

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## PART II

### Information Required in the Registration Statement

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

The following documents filed by 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 Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Commission on February 22, 2018 pursuant to Section 13 of the Exchange Act;
- (b) the Registrant's Registration Statement on Form S-8 (File No. 333-219561) filed with the Commission on July 28, 2017;
- (c) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred in (a) above; and
- (d) 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 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.

#### Item 8. Exhibits.

The following exhibits are filed herewith:

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Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Restated Certificate of Incorporation.</a>	10-Q	001-38160	3.1	9/8/2017	
4.2	<a href="#">Restated Bylaws.</a>	10-Q	001-38160	3.2	9/8/2017	
4.3	<a href="#">Form of Common Stock Certificate of the Registrant.</a>	S-1/A	333-219093	4.1	7/26/2017	
5.1	<a href="#">Opinion of Fenwick &amp; West LLP.</a>					X
23.1	<a href="#">Consent of Fenwick &amp; West LLP (included in Exhibit 5.1).</a>					X
23.2	<a href="#">Consent of Deloitte &amp; Touche LLP, 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
99.1	<a href="#">2017 Employee Stock Purchase Plan and form of subscription agreement thereunder.</a>	10-K	001-38160	10.4	2/22/2018	

### 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 22nd day of February, 2018.

#### 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.

Name	Title	Date
/s/ Glenn Kelman Glenn Kelman	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2018
/s/ Chris Nielsen Chris Nielsen	Chief Financial Officer (Principal Financial and Accounting Officer)	February 22, 2018
/s/ Robert Mylod, Jr. Robert Mylod, Jr.	Chairman of the Board of Directors	February 22, 2018
/s/ Robert Bass Robert Bass	Director	February 22, 2018
/s/ Julie Bornstein Julie Bornstein	Director	February 22, 2018
/s/ Austin Ligon Austin Ligon	Director	February 22, 2018
/s/ James Slavet James Slavet	Director	February 22, 2018
/s/ Selina Tobaccowala Selina Tobaccowala	Director	February 22, 2018



SILICON VALLEY 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041  
TEL: 650.988.8500 FAX: 650.938.5200 WWW.FENWICK.COM

February 22, 2018

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 February 22, 2018 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 814,688 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), subject to issuance by the Company pursuant to purchase rights granted or to be granted under the Company's 2017 Employee Stock Purchase Plan (the "**2017 ESPP**"). 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 such matters of fact as we have deemed necessary or advisable, which included: (i) examination of originals or copies of the Company's current certificate of incorporation and bylaws (collectively, the "**Charter Documents**"); (ii) the 2017 ESPP; (iii) the Registration Statement and the exhibits thereto; (iv) certain corporate proceedings of the Company's Board of Directors (the "**Board**") and the Company's stockholders relating to adoption or approval of: (a) the Company Charter Documents, (b) the 2017 ESPP, (c) the reservation of the Shares for sale and issuance, and (d) the filing of the Registration Statement and the registration of the Shares under the Securities Act; (v) documents regarding the Company's outstanding and reserved capital stock and other securities; (vi) and such other documents as we have deemed necessary or advisable. We have examined such questions of law as we have considered necessary or advisable. 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 natural persons and legal entities executing any documents (other than the Company), the lack of any undisclosed termination or modification 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 have also assumed that any certificates or instruments representing the Shares, when and if issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated February 21, 2018 issued by the Secretary of State of the State of Delaware with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date

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herewith 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 814,688 shares of Common Stock that may be issued and sold by the Company pursuant to purchase rights granted or to be granted under the 2017 ESPP, 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 2017 ESPP, 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 Form S-8 of our report relating to the consolidated financial statements of Redfin Corporation and subsidiaries dated February 22, 2018, appearing in the Annual Report on Form 10-K of Redfin Corporation for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Seattle, Washington

February 22, 2018