

**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 specific in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

74-3064240

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

**1099 Stewart Street, Suite 600
Seattle, WA**

(Address of principal executive offices)

98101

(Zip Code)

**2017 Employee Stock Purchase Plan
2017 Equity Incentive Plan**

(Full title of the plan)

**Glenn Kelman
Chief Executive Officer
Redfin Corporation
1099 Stewart Street, Suite 600
Seattle, WA 98101**

(Name and address of agent for service)

(206) 576-5833

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

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.

CALCULATION OF REGISTRATION FEE

Title 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						
- 2017 Employee Stock Purchase Plan	901,513	(1)	\$15.13	(3) (4)	\$13,639,891.69	\$1,653.15
- 2017 Equity Incentive Plan	4,507,567	(2)	\$17.80	(3)	\$80,234,692.60	\$9,724.44
Total	5,409,080					\$11,377.60

- Represents additional shares of common stock, par value \$0.001 per share ("Common Stock"), of Redfin Corporation (the "Company") reserved for issuance under the Company'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.
- Represents additional shares of Common Stock reserved for issuance under the Company's 2017 Equity Incentive Plan (the "2017 EIP") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2017 EIP on January 1 of each calendar year.
- Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low prices of Common Stock, as reported on The Nasdaq Global Select Market on February 7, 2019.
- Under the ESPP, the sale price of a share of Common Stock is equal to 85% of the fair market value of the Common Stock on the offering date or the purchase date, whichever is less.

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of the Registration Statement on Form S-8, Redfin Corporation incorporates by reference the contents of its Registration Statement on Form S-8 (file number 333-219561).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

As of February 14, 2019, an attorney of Fenwick & West LLP, which is issuing the opinion filed as Exhibit 5.1 to this registration statement, beneficially owned 3,000 shares of Redfin Corporation's common stock, par value \$0.001 per share.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit	Filing Date	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of Fenwick & West LLP					X
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm					X
24.1	Power of Attorney					X

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 February 14, 2019.

Redfin Corporation
(Registrant)

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Glenn Kelman and Chris Nielsen, and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (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 U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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)	February 14, 2019
<u>/s/ Chris Nielsen</u> Chris Nielsen	Chief Financial Officer (Principal Financial and Accounting Officer)	February 14, 2019
<u>/s/ Robert Mylod, Jr.</u> Robert Mylod, Jr.	Chairman of the Board of Directors	February 14, 2019
<u>/s/ Robert Bass</u> Robert Bass	Director	February 14, 2019
<u>/s/ Julie Bornstein</u> Julie Bornstein	Director	February 14, 2019
<u>/s/ Austin Ligon</u> Austin Ligon	Director	February 14, 2019
<u>/s/ David Lissy</u> David Lissy	Director	February 14, 2019
<u>/s/ James Slavet</u> James Slavet	Director	February 14, 2019
<u>/s/ Selina Tobaccowala</u> Selina Tobaccowala	Director	February 14, 2019



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TEL: 206.389.4510 FAX: 206.389.4511 WWW.FENWICK.COM

February 14, 2019

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 14, 2019 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 5,409,080 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 granted or to be granted under the Company's 2017 Equity Incentive Plan (the "**2017 EIP**") and (b) pursuant to purchase rights granted or to be granted under the Company's 2017 Employee Stock Purchase Plan (the "**2017 ESPP**"). The 2017 EIP and 2017 ESPP 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 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 Plans; (iii) the Registration Statement and the exhibits thereto; (iv) certain corporate proceedings of the Company's Board of Directors (the "**Board**"), including authorized committees thereof, and the Company's stockholders relating to adoption or approval of: (a) the Company Charter Documents, (b) the Plans, (c) the reservation of the Shares for sale and issuance pursuant to the Plans, 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 our 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 all 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 parties 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 13, 2019 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 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 our 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 5,409,567 shares of Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards granted or to be granted under the 2017 EIP and (b) 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 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 Form S-8 of our reports dated February 14, 2019, relating to the financial statements of Redfin Corporation and subsidiaries, and the effectiveness of Redfin Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Redfin Corporation for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP

Seattle, Washington

February 14, 2019