

**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) 576-8610**

(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 ☒

Non-accelerated filer ☐

Emerging growth company ☐

Accelerated filer ☐

Smaller reporting 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. ☐

## EXPLANATORY NOTE

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 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Filing	Exhibit	Filing Date	
5.1	<a href="#">Opinion of Fenwick &amp; West LLP</a>				X
23.1	<a href="#">Consent of Fenwick &amp; West LLP</a> (contained in exhibit 5.1)				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</a> (contained in "Signatures")				X
107.1	<a href="#">Calculation of Filing Fee Table</a>				X

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## 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 16, 2023.

**Redfin Corporation**  
(Registrant)

By /s/ Glenn Kelman  
Glenn Kelman  
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.

Name	Title	Date
<u>/s/ Glenn Kelman</u> Glenn Kelman	Chief Executive Officer and Director (Principal Executive Officer)	February 16, 2023
<u>/s/ Chris Nielsen</u> Chris Nielsen	Chief Financial Officer (Principal Financial and Accounting Officer)	February 16, 2023
<u>/s/ David Lissy</u> David Lissy	Chairman of the Board of Directors	February 16, 2023
<u>/s/ Robert Bass</u> Robert Bass	Director	February 16, 2023
<u>/s/ Julie Bornstein</u> Julie Bornstein	Director	February 16, 2023
<u>/s/ Kerry Chandler</u> Kerry Chandler	Director	February 16, 2023
<u>/s/ Austin Ligon</u> Austin Ligon	Director	February 16, 2023
<u>/s/ Brad Singer</u> Brad Singer	Director	February 16, 2023
<u>/s/ James Slavet</u> James Slavet	Director	February 16, 2023
<u>/s/ Selina Tobaccowala</u> Selina Tobaccowala	Director	February 16, 2023

# **CALCULATION OF FILING FEE TABLE**

Form S-8

Redfin Corporation

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and (h)	1,096,961 (1)	\$6.94 (3)(4)	\$7,617,845.66	\$110.20 per million dollars	\$839.49
Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and (h)	5,484,808 (2)	\$8.17 (3)	\$44,810,881.36	\$110.20 per million dollars	\$4,938.16
<b>Total Offering Amounts</b>					\$52,428,727.02		\$5,777.65
<b>Total Fee Offsets</b>							\$—
<b>Net Fee Due</b>							\$5,777.65

(1) 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.

(2) 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.

(3) 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 10, 2023.

(4) 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.

February 16, 2023

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Redfin Corporation, a Delaware corporation (the “**Company**”), we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on or about February 16, 2023 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 6,581,769 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**”) and (b) pursuant to purchase rights to acquire shares of Common Stock to be granted under the Company’s 2017 Employee Stock Purchase Plan (the “**Purchase Plan**” and together with the 2017 Plan, the “**Plans**”).

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, 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 your 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

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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 16, 2023, relating to the financial statements of Redfin Corporation 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, 2022.

/s/ Deloitte & Touche LLP

Seattle, Washington

February 16, 2023