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

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

REMITLY GLOBAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

83-2301143
(I.R.S. Employer
Identification No.)

1111 Third Avenue, Suite 2100
Seattle, WA 98101

(Address of Principal Executive Offices) (Zip Code)

Remitly Global, Inc. 2021 Equity Incentive Plan
Remitly Global, Inc. 2021 Employee Stock Purchase Plan
(Full titles of the plans)

Matthew Oppenheimer
Chief Executive Officer
Remitly Global, Inc.
1111 Third Avenue, Suite 2100
Seattle, WA 98101
(888) 736-4859

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

Copies to:

James Evans
Katherine Duncan
Fenwick & West LLP
1191 Second Avenue, 10th Floor
Seattle, Washington 98101
(206) 389-4510

Saema Somalya
General Counsel
Remitly Global, Inc.
1111 Third Avenue, Suite 2100
Seattle, Washington 98101
(888) 736-4859

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

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.

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

Pursuant to General Instruction E of Form S-8, Remitly Global, Inc. (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register 8,211,977 additional shares of common stock under the Registrant’s 2021 Equity Incentive Plan and 1,642,395 additional shares of common stock under the Registrant’s 2021 Employee Stock Purchase Plan pursuant to the provisions of those plans providing for an automatic annual increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statement on Form S-8 filed with the Commission on September 23, 2021 (Registration No. 333-259737). In accordance with the instructional note of 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.

**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 of 1933, as amended, 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 fiscal year ended December 31, 2021, filed with the Commission on March 29, 2022;
- b. 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’s Annual Report referred to in (a) above; and
- c. the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (Registration No. 001-40822) filed with the Commission on September 20, 2021 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 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference:

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	001-40822	3.3	11/12/2021	
4.2	Restated Bylaws of the Registrant.	10-Q	001-40822	3.4	11/12/2021	
4.3	Form of Common Stock Certificate of the Registrant.	S-1/A	333-259167	4.1	09/22/2021	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2021 Equity Incentive Plan and forms of award agreements.	S-1/A	333-259167	10.4	09/14/2021	
99.2	2021 Employee Stock Purchase Plan and form of subscription agreement.	S-1/A	333-259167	10.5	09/14/2021	
107.1	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended 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 29th day of March, 2022.

REMITLY GLOBAL, INC./s/ Matthew OppenheimerMatthew Oppenheimer
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Matthew Oppenheimer and Susanna Morgan, 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.

/s/ Matthew Oppenheimer

Matthew Oppenheimer, Chief Executive Officer and Director
(Principal Executive Officer)
Date: March 29, 2022

/s/ Susanna Morgan

Susanna Morgan, Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: March 29, 2022

/s/ Bora Chung

Bora Chung, Director
Date: March 29, 2022

/s/ Joshua Hug

Joshua Hug, Director
Date: March 29, 2022

/s/ Margaret M. Smyth

Margaret M. Smyth, Director
Date: March 29, 2022

/s/ Laurent Le Moal

Laurent Le Moal, Director
Date: March 29, 2022

/s/ Charles Stonecipher

Charles Stonecipher, Director
Date: March 29, 2022

/s/ Ron Shah

Ron Shah, Director
Date: March 29, 2022

/s/ Phillip Riese

Phillip Riese, Director
Date: March 29, 2022

/s/ Nigel Morris

Nigel Morris, Director
Date: March 29, 2022

/s/ William Bryant

William Bryant, Director
Date: March 29, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Remitly Global, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾⁽⁴⁾	Maximum Aggregate Offering Price ⁽³⁾⁽⁴⁾	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	9,854,372 ⁽²⁾	\$9.58	\$92,056,259.00	0.0000927	\$8,534.00
Total Offering Amounts							\$8,534.00
Total Fee Offsets⁽⁵⁾							—
Net Fee Due							\$8,534.00

- 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 common stock of Remitly Global, Inc. (the “*Registrant*”) 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 (a) 8,211,977 additional shares of the Registrant’s common stock reserved for issuance under the 2021 Equity Incentive Plan (“2021 Plan”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2021 Plan and (b) 1,642,395 additional shares of the Registrant’s common stock reserved for issuance under the 2021 Employee Stock Purchase Plan (“Purchase Plan”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the Purchase Plan.
- 3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee for the additional shares to be reserved under the 2021 Plan, 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 (“*Nasdaq*”) on March 24, 2022.
- 4) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee for the additional shares to be reserved under the Purchase Plan, on the basis of the average of the high and low prices of the Registrant’s common stock as reported on Nasdaq on March 24, 2022. Under the Purchase Plan, 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.
- 5) The Registrant does not have any fee offsets.



1191 Second Avenue
10th Floor
Seattle, WA 98101

206.389.4510
Fenwick.com

March 29, 2022

Remitly Global, Inc.
1111 Third Avenue, Suite 2100
Seattle, WA 98101

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Remitly Global, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about March 29, 2022 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of the issuance of an aggregate of 9,854,372 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share ("**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 2021 Equity Incentive Plan (the "**2021 Plan**") and (b) pursuant to purchase rights to acquire shares of Common Stock granted or to be granted under the Company's 2021 Employee Stock Purchase Plan (the "**Purchase Plan**"). The 2021 Plan and the Purchase Plan are collectively referred to in this letter 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, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of the Company's current Amended and Restated Certificate of Incorporation and Restated Bylaws (collectively, the "**Charter Documents**"), the Registration Statement and the exhibits thereto, the prospectuses relating to the Plans, certain corporate proceedings of the Company's Board of Directors (the "**Board**") and the Company's stockholders relating to adoption or approval of the Charter Documents, the Plans and related forms of Plan agreements for use thereunder, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the issuance of the Shares under the Securities Act, and documents (including a certificate from the Company's transfer agent) regarding the Company's outstanding and reserved capital stock and other securities, and such other documents as we have deemed advisable, and we also have examined such questions of law as we have considered necessary.

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 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, if and when 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 March 29, 2022 issued by the Delaware Secretary of State with respect to the Company and representations and certifications made to us by the Company, including, without limitation, representations in an Opinion 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 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 now in effect. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 9,854,372 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 2021 Plan, and (b) pursuant to purchase rights to acquire shares of Common Stock granted or to be granted under the Purchase 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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Remitly Global, Inc. of our report dated March 29, 2022 relating to the financial statements, which appears in Remitly Global, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Seattle, Washington
March 29, 2022