
**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:
Saema Somalya
General Counsel
Remitly Global, Inc.
1111 Third Avenue, Suite 2100
Seattle, WA 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 8,662,543 additional shares of common stock under the Registrant’s 2021 Equity Incentive Plan and 1,732,508 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 statements on Form S-8 filed with the Commission on September 23, 2021 (Registration No. 333-259737) and March 29, 2022 (Registration No. 333-263958) to the extent not superseded hereby. 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, 2022 (the “**Annual Report**”), filed with the Commission on February 28, 2023;
- 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 Exhibit 4.3 to the Annual Report, 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 Davis Polk & Wardwell LLP. | | | | | X |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm. | | | | | X |
| 23.2 | Consent of Davis Polk & Wardwell 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 28th day of February, 2023.

REMITLY GLOBAL, INC.

/s/ Matthew Oppenheimer

Matthew 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 Hemanth Munipalli, 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: February 28, 2023

/s/ Hemanth Munipalli

Hemanth Munipalli, Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: February 28, 2023

/s/ Bora Chung

Bora Chung, Director
Date: February 28, 2023

/s/ Joshua Hug

Joshua Hug, Director
Date: February 28, 2023

/s/ Margaret M. Smyth

Margaret M. Smyth, Director
Date: February 28, 2023

/s/ Laurent Le Moal

Laurent Le Moal, Director
Date: February 28, 2023

/s/ Phillip Riese

Phillip Riese, Director
Date: February 28, 2023

/s/ Ron Shah

Ron Shah, Director
Date: February 28, 2023

/s/ Nigel Morris

Nigel Morris, Director
Date: February 28, 2023

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) | 10,395,051 ⁽²⁾ | \$11.47 | \$119,231,234.97 | 0.0001102 | \$13,139.28 |
| Total Offering Amounts | | | | | | | \$13,139.28 |
| Total Fee Offsets⁽⁵⁾ | | | | | | | — |
| Net Fee Due | | | | | | | \$13,139.28 |

- 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) 8,662,543 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) 1,732,508 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 February 22, 2023.
- 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 February 22, 2023. 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.

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

EXHIBIT 5.1 and 23.2

OPINION OF DAVIS POLK & WARDWELL LLP

February 28, 2023

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

Ladies and Gentlemen:

We have acted as special counsel to Remitly Global, Inc., a Delaware corporation (the “**Company**”), and are delivering this opinion in connection with the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of (i) 8,662,543 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share, that were added to the shares of common stock authorized for issuance pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and (ii) 1,732,508 Shares of the Company’s common stock that were added to the shares of common stock authorized for issuance pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “**ESPP**,” and together with the 2021 Plan, the “**Plans**”). We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plans upon receipt by the Company of the consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell 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 February 28, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Remitly Global, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Seattle, Washington
February 28, 2023