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

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

OneStream, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-3199478
(I.R.S. Employer
Identification Number)

**191 N. Chester Street
Birmingham, Michigan 48009
(248) 650-1490**

(Address of principal executive offices, including zip code)

2024 Equity Incentive Plan
(Full title of the plan)

**Thomas Shea
Chief Executive Officer
191 N. Chester Street
Birmingham, Michigan 48009
(248) 650-1490**

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

Copies to:

**Allison B. Spinner
Michael Nordtvedt
Victor Nilsson
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**Holly Koczot
General Counsel and Secretary
OneStream, Inc.
191 N. Chester Street
Birmingham, Michigan 48009
(248) 650-1490**

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.

EXPLANATORY NOTE

OneStream, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register 11,879,100 additional shares of its Class A common stock under the 2024 Equity Incentive Plan (the “**2024 Plan**”), pursuant to the provision of the 2024 Plan providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2024 Plan on January 1, 2025.

Accordingly, contents of the previous Registration Statement on Form S-8 filed by the Registrant with the Commission on July 24, 2024 (File No. 333-280992) (the “**Previous Form S-8**”), including the information incorporated by reference therein and the periodic reports filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on February 27, 2025;
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (1) above (other than the portions of these documents deemed to have been furnished and not filed in accordance with the rules of the Commission); and
- (3) The description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-42187), filed with the Commission on July 24, 2024 pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Exhibit Number	Filing Date	
4.1	Form of Class A Common Stock Certificate	S-1	333-280573	4.1	June 28, 2024	
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)					X
24.1	Power of Attorney (included on the signature page hereto)					X
99.1	2024 Equity Incentive Plan and related form agreements	S-1/A	333-280573	10.6	July 15, 2024	
107	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 Birmingham, State of Michigan, on February 27, 2025.

ONESTREAM, INC.

By: /s/ Thomas Shea
Thomas Shea
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Thomas Shea and William Koefoed, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 and about the premises, as fully for all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas Shea</u> Thomas Shea	Chairman and Chief Executive Officer (Principal Executive Officer)	February 27, 2025
<u>/s/ William Koefoed</u> William Koefoed	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2025
<u>/s/ Bradley Brown</u> Bradley Brown	Director	February 27, 2025
<u>/s/ Michael Burkland</u> Michael Burkland	Director	February 27, 2025
<u>/s/ John Kinzer</u> John Kinzer	Director	February 27, 2025
<u>/s/ Jonathan Mariner</u> Jonathan Mariner	Director	February 27, 2025
<u>/s/ David H. Petraeus</u> General (Ret.) David H. Petraeus	Director	February 27, 2025
<u>/s/ David Welsh</u> David Welsh	Director	February 27, 2025
<u>/s/ Kara Wilson</u> Kara Wilson	Director	February 27, 2025



Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050
o: 650.493.9300
f: 650.493.6811

February 27, 2025

OneStream, Inc.
191 N. Chester Street
Birmingham, MI 48009

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by OneStream, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**"), on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "**Act**"), of 11,879,100 shares of your Class A common stock, par value \$0.0001 per share (the "**Shares**"), to be issued under the Company's 2024 Equity Incentive Plan (the "**2024 Plan**"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the 2024 Plan.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the 2024 Plan and pursuant to the agreements that accompany the 2024 Plan, will be legally and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the OneStream, Inc. 2024 Equity Incentive Plan, of our report dated February 27, 2025, with respect to the consolidated financial statements of OneStream, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
February 27, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)

OneStream, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.0001 per share, reserved for issuance pursuant to the 2024 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	11,879,100 ⁽²⁾	\$23.92 ⁽³⁾	\$284,148,072.00 ⁽³⁾	0.00015310	\$43,504.00
Total Offering Amounts					\$284,148,072.00		\$43,504.00
Total Fee Offsets							—
Net Fee Due							\$43,504.00

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the registrant's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), that become issuable with respect to the securities identified in the above table under the registrant's 2024 Equity Incentive Plan (the "2024 Plan") 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 outstanding shares of Class A Common Stock.

(2) Represents shares of Class A Common Stock available for issuance on January 1, 2025 pursuant to the provision of the 2024 Plan providing for an annual automatic increase in the number of shares reserved for issuance under the 2024 Plan.

(3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$23.92 per share, which is the average of the high and low prices of Class A Common Stock, as reported on the Nasdaq Global Select Market, on February 26, 2025.

