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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

OUSTER, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-2528989
(I.R.S. Employer
Identification No.)

350 Treat Avenue
San Francisco, CA 94110 (415) 949-0188
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Ouster, Inc. 2021 Incentive Award Plan
(Full title of the plans)

Megan Chung
General Counsel and Corporate Secretary
350 Treat Avenue
San Francisco, CA 94110 (415) 949-0188
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Drew Capurro
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, CA 92626
(650) 328-4600

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 9,991,187 shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Ouster, Inc. (the “Company”), issuable under the Ouster, Inc. 2021 Incentive Award Plan (the “2021 Plan”) for which registration statements of the Company on Form S-8 (File Nos. 333-257859 and 333-266140) are effective, including an automatic increase effective as of January 1, 2023 pursuant to the 2021 Plan.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements (File Nos. 333-257859 and 333-266140) are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 24, 2023;
- (b) the Company’s Current Report on [Form 8-K](#), filed with the Commission on January 27, 2023;
- (c) the Company’s Current Report on [Form 8-K](#), filed with the Commission on February 13, 2023 (Items 5.02 and 9.01);
- (d) the Company’s Current Report on [Form 8-K](#), filed with the Commission on February 13, 2023 (Items 1.01, 2.01 and 9.01 only);
- (e) the Company’s Current Report on [Form 8-K](#), filed with the Commission on February 16, 2023;
- (f) the Company’s Current Report on [Form 8-K](#), filed with the Commission on March 22, 2023; and
- (g) the description of the Company’s shares of Common Stock contained in the Company’s Registration Statement on [Form 8-A12B](#), filed with the Commission on August 19, 2020, as updated in the exhibit titled “Description of Our Securities” filed as [Exhibit 4.3](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on March 24, 2023, as well as any additional amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any 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.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File Number</u>	<u>Filing Date</u>	<u>Incorporated by Reference Exhibit</u>	<u>File Here</u>
4.1	Certificate of Incorporation of Ouster, Inc.	POS AM	333-251611	3-10-2021		3.1
4.2	Bylaws of Ouster, Inc.	POS AM	333-251611	3-10-2021		3.2
5.1	Opinion of Latham & Watkins LLP.					
23.1	Consent of PricewaterhouseCoopers LLP.					
23.2	Consent of KPMG LLP.					
23.3	Consent of Latham & Watkins LLP (included in Exhibit 5.1).					
24.1	Power of Attorney (included on the signature page of the Registration Statement).					
99.1	Ouster, Inc. 2021 Incentive Award Plan	8-K	001-39463	03-15-2021		10.3
107.1	Filing Fee Table					

* Filed herewith.

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 San Francisco, State of California, on this 24th day of March, 2023.

OUSTER, INC.

By: /s/ Mark Weinswig
Mark Weinswig
Chief Financial Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Ouster, Inc., hereby severally constitute and appoint Angus Pacala, Mark Weinswig and Megan Chung, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign this registration statement and any and all amendments (including post-effective amendments) to this registration statement and all documents relating thereto, 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 or necessary to be done in and about the premises, as full 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 their or 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, as amended, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
<u>/s/ Angus Pacala</u> Angus Pacala	Director, Co-Founder and Chief Executive Officer (Principal Executive Officer)	March 24, 2023
<u>/s/ Mark Weinswig</u> Mark Weinswig	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 24, 2023
<u>/s/ Theodore L. Tewksbury, Ph.D.</u> Theodore L. Tewksbury, Ph.D.	Executive Chairman of the Board of Directors	March 24, 2023
<u>/s/ Virginia Boulet</u> Virginia Boulet	Director	March 24, 2023
<u>/s/ Susan Heystee</u> Susan Heystee	Director	March 24, 2023
<u>/s/ Ernest Maddock</u> Ernest Maddock	Director	March 24, 2023
<u>/s/ Karin Rådström</u> Karin Rådström	Director	March 24, 2023
<u>/s/ Kristin Slanina</u> Kristin Slanina	Director	March 24, 2023
<u>/s/ Riaz Valani</u> Riaz Valani	Director	March 24, 2023

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LATHAM & WATKINS LLP

March 24, 2023

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

Ouster, Inc.
 350 Treat Avenue
 San Francisco, California 94110

Re: Registration Statement on Form S-8; 9,991,187 shares of common stock, par value \$0.0001 per share, of Ouster, Inc.

To the addressee set forth above:

We have acted as special counsel to Ouster, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of an aggregate of 9,991,187 shares of its common stock, \$0.0001 par value per share (the "Shares"), issuable under the Ouster, Inc. 2021 Incentive Award Plan (the "Plan"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on March 24, 2023 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "DGCL") and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plan, and assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. 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.

Sincerely,

/s/ Latham & Watkins 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 Ouster Inc. of our report dated March 24, 2023, relating to the financial statements, which appears in Ouster Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

San Jose, CA
March 24, 2023

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 1, 2022, with respect to the consolidated financial statements of Velodyne Lidar, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
March 24, 2023

Calculation of Filing Fee Tables

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

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	9,991,187 ⁽²⁾	\$0.90 ⁽³⁾	\$8,992,068.30	\$110.20 per \$1,000,000	\$990.93
Total Offering Amounts					\$8,992,068.30		\$990.93
Total Fee Offsets ⁽⁴⁾							\$0
Net Fee Due							\$990.93

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 9,991,187 shares of Class A Common Stock, par value \$0.0001 per share (the “Common Stock”), of Ouster, Inc. (the “Registrant”), including shares that became issuable under the Company’s 2021 Incentive Award Plan pursuant to an automatic increase effective as of January 1, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on March 20, 2023.
- (4) The Registrant does not have any fee offsets.