

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Carbon Black, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

55-0810166
(I.R.S. Employer
Identification Number)

1100 Winter Street
Waltham, Massachusetts 02451
(617) 393-7400
(Address of Principal Executive Offices)

2018 Stock Option and Incentive Plan
(Full Title of the Plan)

Patrick Morley
President and Chief Executive Officer
Carbon Black, Inc.
1100 Winter Street
Waltham, Massachusetts 02451
(617) 393-7400

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

Copies to:

Kenneth J. Gordon, Esq.
Jared J. Fine, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Eric J. Pyenson, Esq.
Senior Vice President and General Counsel
Carbon Black, Inc.
1100 Winter Street
Waltham, Massachusetts 02451
(617) 393-7400

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 type="checkbox"/>
		Emerging growth company	<input checked="" 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, \$0.001 par value per share	3,486,929 Shares	\$ 13.20	\$ 46,027,463	\$ 5,578.53

- Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the registrant's common stock which become issuable under the registrant's 2018 Stock Option and Incentive Plan (the "2018 Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding shares of common stock.
- Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act on the basis of the average of the high and low sale prices of the registrant's common stock, as quoted on the Nasdaq Global Select Market, on March 5, 2019.
- Calculated pursuant to Section 6(b) of the Securities Act.



EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering 3,486,929 additional shares of common stock, par value \$0.001 per share (“Common Stock”) of Carbon Black, Inc. (the “Registrant”) that may be issued pursuant to the 2018 Plan. The number of shares of Common Stock reserved and available for issuance under the 2018 Plan is subject to an automatic annual increase on each January 1, by an amount equal to 5% of the number of shares of the Registrant’s Common Stock issued and outstanding on the immediately preceding December 31. Accordingly, on January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the 2018 Plan increased by 3,486,929. This Registration Statement hereby registers these additional 3,486,929 shares of Common Stock. The additional shares are of the same class as other securities relating to the 2018 Plan for which the Registrant’s registration statement filed on Form S-8 on May 8, 2019 (SEC File No. 333-224747) is effective. The information contained in the Registrant’s registration statement on Form S-8 (SEC File No. 333-224747) is hereby incorporated by reference pursuant to General Instruction E.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the following page for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of attorney (included on signature page).</u>

* 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 Waltham, Massachusetts, on the 8th day of March, 2019.

CARBON BLACK, INC.

By: /s/ Patrick Morley
Patrick Morley
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Patrick Morley and Eric J. Pyenson, and each of them singly, as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, 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 all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick Morley</u> Patrick Morley	<i>President, Chief Executive Officer and Director (Principal Executive Officer)</i>	March 8, 2019
<u>/s/ Mark P. Sullivan</u> Mark P. Sullivan	<i>Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</i>	March 8, 2019
<u>/s/ Vanessa Pegueros</u> Vanessa Pegueros	<i>Director</i>	March 8, 2019
<u>/s/ Jeffrey Fagnan</u> Jeffrey Fagnan	<i>Director</i>	March 8, 2019
<u>/s/ Peter Thomas Killalea</u> Peter Thomas Killalea	<i>Director</i>	March 8, 2019
<u>/s/ Jill Ward</u> Jill Ward	<i>Director</i>	March 8, 2019
<u>/s/ Ronald H. Nordin</u> Ronald H. Nordin	<i>Director</i>	March 8, 2019
<u>/s/ Joseph S. Tibbetts, Jr.</u> Joseph S. Tibbetts, Jr.	<i>Director</i>	March 8, 2019
<u>/s/ Anthony Zingale</u> Anthony Zingale	<i>Director</i>	March 8, 2019

March 8, 2019

Carbon Black, Inc.
1100 Winter Street
Waltham, Massachusetts 02451

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 3,486,929 shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of Carbon Black, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER 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 Carbon Black, Inc. of our report dated March 8, 2019 relating to the financial statements, which appears in Carbon Black, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

March 8, 2019
