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

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

NERDWALLET, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

45-4180440

(I.R.S. Employer
Identification No.)

**55 Hawthorne Street, 11th Floor
San Francisco, California 94105**
(Address of principal executive offices, including zip code)

**2021 Equity Incentive Plan, as amended
2021 Employee Stock Purchase Plan**
(Full title of the plan)

**Tim Chen
Chief Executive Officer
NerdWallet, Inc.**

**55 Hawthorne Street, 11th Floor
San Francisco, California 94105
(415) 549-8913**

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

Copies to:

**Bryan K. Brown
Justin W. McKithen
Jones Day
717 Texas Avenue
Suite 3300
Houston, Texas 77002
(832) 239-3939**

**Ekumene Lysonge
Aby Castro
Office of the General Counsel
NerdWallet, Inc.
55 Hawthorne Street, 11th Floor
San Francisco, California 94105
(415) 549-8913**

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

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 is filed by NerdWallet, Inc. (the Registrant) to register an additional 3,755,988 and 751,197 shares of Class A common stock, par value \$0.0001 per share (Class A common stock) to be issued pursuant to the 2021 Equity Incentive Plan, as amended, and the 2021 Employee Stock Purchase Plan, respectively. Accordingly, the Registrant incorporates by reference herein the contents of the Registration Statement on Form S-8 (File No. 333-260853) filed by the Registrant with the Securities and Exchange Commission (SEC) on November 8, 2021, and the Registration Statement on Form S-8 (File No. 333-265197) filed with the SEC on May 25, 2022.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

- a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on February 23, 2023;
- b) The Registrant's Current Report on [Form 8-K](#) filed with the SEC on January 13, 2023; and
- c) The description of the Registrant's Class A common stock contained in the Registrant's Registration Statement on [Form 8-A](#) filed with the SEC on November 1, 2021 (File No. 001-40994) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendments or reports 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 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.

Any statement contained herein, or 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 that 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	Description of Exhibit	Location
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	Exhibit 3.1 to the Registrant's Current Report on Form 8-K (No. 001-40994) filed November 10, 2021
4.2	Amended and Restated Bylaws of the Registrant.	Exhibit 3.2 to the Registrant's Current Report on Form 8-K (No. 001-40994) filed November 10, 2021
5.1	Opinion of Jones Day.	Filed herewith
23.1	Consent of Deloitte & Touche LLP.	Filed herewith
23.2	Consent of Jones Day (included in Exhibit 5.1).	Filed herewith
24.1	Power of Attorney (included on the signature page hereto).	Filed herewith
99.1	2021 Equity Incentive Plan, as amended.	Annex A to Definitive Proxy Statement on Schedule 14A filed on April 14, 2022
99.2	Forms of Notice of Stock Option Grant, Stock Option Agreement, and Exercise Notice under the 2021 Equity Incentive Plan.	Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (No. 333-260134) filed October 26, 2021
99.3	Form of Restricted Stock Unit Grant Notice and Award Agreement under the 2021 Equity Incentive Plan.	Exhibit 10.11 to the Registrant's Registration Statement on Form S-1 (No. 333-260134) filed October 26, 2021
99.4	2021 Employee Stock Purchase Plan.	Exhibit 10.12 to the Registrant's Registration Statement on Form S-1 (No. 333-260134) filed October 26, 2021
107	Filing Fee Table.	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 23rd day of February 2023.

NERDWALLET, INC.

By: /s/ Tim Chen

Name: Tim Chen

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Tim Chen, Lauren StClair and Ekumene Lysonge, and each of them, as his or her true and lawful attorneys-in-fact and agents, 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 this Registration Statement on Form S-8 of NerdWallet, Inc., and any and all amendments (including post-effective amendments) thereto and any new registration statement with respect to the offering contemplated thereby filed pursuant to Rule 462(b) of the Securities Act of 1933, 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 full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully 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 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.

Signature	Title	Date
<u>/s/ Tim Chen</u> Tim Chen	Chief Executive Officer and Chairman of the Board of Directors <i>(Principal Executive Officer)</i>	February 23, 2023
<u>/s/ Lauren StClair</u> Lauren StClair	Chief Financial Officer <i>(Principal Financial and Principal Accounting Officer)</i>	February 23, 2023
<u>/s/ Jennifer Ceran</u> Jennifer Ceran	Director	February 23, 2023
<u>/s/ Lynne Laube</u> Lynne Laube	Director	February 23, 2023
<u>/s/ Thomas Loverro</u> Thomas Loverro	Director	February 23, 2023
<u>/s/ Kenneth McBride</u> Kenneth McBride	Director	February 23, 2023
<u>/s/ Maurice Taylor</u> Maurice Kevin Taylor	Director	February 23, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

NERDWALLET, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.0001 per share	Other ⁽²⁾	4,507,185 ⁽³⁾	\$17.96 ⁽²⁾	\$80,949,042.60 ⁽²⁾	\$0.0001102	\$8,920.58
Total Offering Amounts					\$80,949,042.60		\$8,920.58
Total Fee Offsets							—
Net Fee Due							\$8,920.58

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock that become issuable under the Registrant’s 2021 Equity Incentive Plan, as amended, and the Registrant’s 2021 Employee Stock Purchase Plan (collectively, the “Plans”), by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock.
- (2) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the \$18.80 (high) and \$17.11 (low) sales prices of the Registrant’s Class A common stock as reported on The Nasdaq Global Market on February 17, 2023, which date is within five business days prior to the date of filing of this Registration Statement.
- (3) Represents an aggregate of 4,507,185 additional shares of the Registrant’s Class A common stock issuable pursuant to the Plans.

JONES DAY

February 23, 2023

NerdWallet, Inc.
55 Hawthorne Street, 11th Floor
San Francisco, California 94105

Re: Registration Statement on Form S-8 Filed by NerdWallet, Inc.

Ladies and Gentlemen:

We have acted as counsel for NerdWallet, Inc., a Delaware corporation (the “**Company**”), in connection with the registration of 4,507,185 shares (the “**Shares**”) of Class A common stock, par value \$0.0001 per share, of the Company, consisting of (i) 3,755,988 Shares (the “**Equity Plan Shares**”) that may be issued or delivered and sold pursuant to the NerdWallet, Inc. 2021 Equity Incentive Plan, as amended (the “**Equity Plan**”) and (ii) 751,197 Shares (the “**ESPP Shares**”) that may be issued or delivered and sold pursuant to the NerdWallet, Inc. 2021 Employee Stock Purchase Plan (the “**ESPP**” and, together with the Equity Plan, the “**Plans**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued or delivered and sold under the Plans will be, when issued or delivered and sold in accordance with the applicable Plan (and, in the case of the Equity Plan Shares, in accordance with the authorized award agreements thereunder (the “**Award Agreements**”)), validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Equity Plan Shares pursuant to the Equity Plan and the Award Agreements, and the ESPP Shares pursuant to the ESPP, will be in full force and effect at all times at which the Equity Plan Shares and the ESPP Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Equity Plan and the ESPP will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Shares under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2023, relating to the financial statements of NerdWallet, Inc., appearing in the Annual Report on Form 10-K of NerdWallet, Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

San Jose, California
February 23, 2023