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

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

BACKBLAZE, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-8893125
(IRS Employer
Identification No.)

**500 Ben Franklin Ct
San Mateo, CA 94401
(650) 352-3738**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Amended and Restated 2021 Equity Incentive Plan of Backblaze, Inc.
(Full title of Plan)

**Gleb Budman
Chief Executive Officer
Backblaze, Inc.
500 Ben Franklin Ct
San Mateo, CA 94401**

(Name and address of agent for service)

(650) 352-3738

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

Copies to:

**Bennett L. Yee
Jeffrey R. Vetter
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
550 Allerton St
Redwood City, CA 94063
(415) 978-9803**

**Tom MacMitchell
General Counsel
Backblaze, Inc.
500 Ben Franklin Ct
San Mateo, CA 94401
(650) 352-3738**

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 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 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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Backblaze, Inc. (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register 8,292,158 additional shares of Class A common stock under the Registrant's 2021 Equity Incentive Plan (the "**2021 Plan**") pursuant to the amendment and restatement of the 2021 Plan adopted by the board of directors of the Registrant and approved by the stockholders of the Registrant on June 5, 2023, which is attached as Exhibit 99.1 hereto (the "**Amended Plan**"). This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on [Form S-8 filed with the Commission on March 28, 2022 \(Registration No. 333-263903\)](#) and the Registrant's registration statement on [Form S-8 filed with the Commission on April 5, 2023 \(Registration No. 333-271148\)](#). In accordance with the instructional note to 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 Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 31, 2023;
- (b) the Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2023, filed with the Commission on May 12, 2023;
- (c) the Registrant's Current Reports on Form 8-K filed with the Commission on [June 9, 2023](#), [June 27, 2023](#), and [July 10, 2023](#) (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission);
- (d) the information in the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on [April 21, 2023](#), to the extent incorporated by reference into the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022; and
- (e) the description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-41026), filed with the commission on November 4, 2021, including any amendments or reports filed for the purpose of updating such description.

All other reports and 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 de-registers 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 of such documents. The Registrant is not, however, incorporating any documents or information that the Registrant is deemed to furnish and not file in accordance with Commission rules. Any statement contained in a document incorporated or deemed incorporated by reference in this Registration Statement will be deemed 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 incorporated by reference in this Registration Statement modifies or supersedes that statement.

Item 8. Exhibits

The following exhibits are incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			Filed Herewith	
		Form	File No.	Exhibit		
4.1	Restated Certificate of Incorporation of Registrant, as amended, as currently in effect.	10-Q	001-41026	3.1	12/14/2021	
4.2	Certificate of Retirement	8-K	001-41026	3.1	07/10/2023	
4.3	Amended and Restated Bylaws of Registrant, as currently in effect.	10-Q	001-41026	3.2	12/14/2021	
5.1	Opinion and Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.					X
23.1	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm.					X
23.2	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (contained in the signature page hereto).					X
99.1	Amended and Restated 2021 Equity Incentive Plan of Backblaze, Inc.	8-K	001-41026	10.1	06/09/2023	
107.1	Calculation of Filing Fee Tables					X

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 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 Mateo, State of California on this 17th day of July, 2023.

BACKBLAZE, INC.

By: /s/ Gleb Budman
Name: Gleb Budman
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gleb Budman, Frank Patchel and Tom MacMitchell, and each of them, as his or her true and lawful attorney-in-fact and agent with 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) and any registration statement related thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto 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 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 attorney-in-fact and agent, or his or her substitute, 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 and on the dates indicated.

Signature	Title	Date
<u>/s/ Gleb Budman</u> Gleb Budman	Chief Executive Officer and Chairperson <i>(Principal Executive Officer)</i>	July 17, 2023
<u>/s/ Frank Patchel</u> Frank Patchel	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 17, 2023
<u>/s/ Jocelyn Carter-Miller</u> Jocelyn Carter-Miller	Director	July 17, 2023
<u>/s/ Barbara Nelson</u> Barbara Nelson	Director	July 17, 2023
<u>/s/ Earl E. Fry</u> Earl E. Fry	Director	July 17, 2023
<u>/s/ Evelyn D'An</u> Evelyn D'An	Director	July 17, 2023

Calculation of Filing Fee Tables

S-8

Backblaze, Inc.

Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to be Paid	Equity	Class A Common Stock, par value \$0.0001 per share ⁽²⁾	Other ⁽³⁾	8,292,158	\$5.30 ⁽⁴⁾	\$43,948,437.40	0.00011020	\$4,843.12
	Total Offering Amounts					\$43,948,437.40		\$4,843.12
	Total Fees Previously Paid							—
	Total Fee Offsets							—
	Net Fee Due							\$4,843.12

- 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 Registrant’s Class A Common Stock, \$0.0001 par value per share (“Class A Common Stock”), that become issuable under the Registrant’s Amended and Restated 2021 Equity Incentive Plan (the “Plan”) as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant’s Class A Common Stock, as applicable.
- Represents shares of Class A Common Stock that were added to the Registrant’s 2021 Equity Incentive Plan pursuant to the amendment and restatement such plan adopted by the board of directors of the Registrant and approved by the stockholders of the Registrant on June 5, 2023.
- Because this Registration Statement is registering securities pursuant to employee benefit plans, the fees under this Registration Statement are calculated pursuant to Rule 457(h).
- Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act and based upon the average of the high and low prices of the Registrant’s Class A Common Stock as reported on the Nasdaq Global Market on July 11, 2023.



SILICON VALLEY
ANN ARBOR
AUSTIN
BEIJING
BOSTON
LOS ANGELES
NEW YORK
SAN DIEGO
SAN FRANCISCO
SÃO PAULO
SINGAPORE

July 17, 2023

Backblaze, Inc.
500 Ben Franklin Ct.
San Mateo, CA 94401

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 (the “**Registration Statement**”) to be filed by Backblaze, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) in connection with the registration under the Securities Act of 1933, as amended (the “**Act**”), of an aggregate of 8,292,158 shares (the “**Shares**”) of the Company’s Class A Common Stock, \$0.0001 par value per share (the “**Class A Common Stock**”) that are subject to issuance by the Company upon the exercise or settlement of awards to be granted under the Company’s Amended and Restated 2021 Equity Incentive Plan (the “**Plan**”).

In connection with this opinion, 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 Plan. We have also examined and relied upon the Registration Statement and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. With your consent, we have relied upon certificates and other assurances of officers of the Company as to factual matters without having independently verified such factual matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

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, other than as expressly stated herein with respect to the issue of the Shares. Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware (the “**DGCL**”). Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

Based upon and subject to the foregoing, we advise you that, in our opinion, when the Shares have been issued and sold by the Company pursuant to the applicable provisions of the Plans and pursuant to the agreements which accompany the Plans, and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of 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/ Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP
550 Allerton Street | Redwood City, CA 94063 | [gunder.com](https://www.gunder.com)

Consent of Independent Registered Public Accounting Firm

Backblaze, Inc.
San Mateo, California

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

/s/ BDO USA, P.A.

San Jose, California
July 17, 2023