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

FORM S-8
Registration Statement
under
The Securities Act of 1933

INTAPP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

46-1467620
(I.R.S. Employer
Identification No.)

3101 Park Blvd
Palo Alto, CA 94306
(650) 852-0400

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

Intapp, Inc. 2021 Omnibus Incentive Plan
Intapp, Inc. 2021 Employee Stock Purchase Plan
(Full title of the plans)

John Hall
Chief Executive Officer
Intapp, Inc.
3101 Park Blvd
Palo Alto, CA 94306
(650) 852-0400

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

With copies to:

Kristina Trauger
Proskauer Rose LLP
11 Times Square
New York, NY 10036
(212) 969-3436

Steven Todd
General Counsel
Intapp, Inc.
3101 Park Blvd
Palo Alto, CA 94306
(650) 852-0400

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
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

Intapp, Inc. (the “Registrant”) is filing this registration statement on Form S-8 pursuant to and in accordance with General Instruction E of Form S-8 to register 4,226,691 additional shares of its common stock, par value \$0.001 per share (“Common Stock”), for issuance under the Intapp, Inc. 2021 Omnibus Incentive Plan (the “Omnibus Plan”) and 845,338 additional shares of Common Stock for issuance under the Intapp, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”, together with the Omnibus Plan, the “Plans”). The Registrant first registered the offer and sale of 7,093,864 shares of Common Stock in connection with the Omnibus Plan and 1,466,996 shares of Common Stock in connection with the ESPP on its registration statement on Form S-8 (File No. 333-257507) filed with the Securities and Exchange Commission (the “Commission”) on June 29, 2021 (the “First Registration Statement”) and subsequently registered the offer and sale of 3,999,369 additional shares of Common Stock in connection with the Omnibus Plan and 799,873 additional shares of Common Stock in connection with the ESPP on its registration statement on Form S-8 (File No. 333-265942) filed with the Commission on June 30, 2022 (the “Second Registration Statement” and, collectively with the First Registration Statement, the “Previous Registration Statements”). These additional shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provisions of the Plans, which provide that the total number of shares of Common Stock subject to each Plan will be increased on the first day of each fiscal year pursuant to a specified formula.

In accordance with General Instruction E of Form S-8, the contents of the Previous Registration Statements are hereby incorporated by reference. Only those items of Form S-8 containing new information not contained in the Previous Registration Statements are presented herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”) and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference to this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended June 30, 2022, filed with the Commission on September 9, 2022 (File No. 001-40550);
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended September 30, 2022, filed with the Commission on November 8, 2022 (File No. 001-40550);
- (c) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended December 31, 2022, filed with the Commission on February 8, 2023 (File No. 001-40550);
- (d) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2023, filed with the Commission on May 9, 2023 (File No. 001-40550);
- (e) The portions of the Company’s [Definitive Proxy Statement](#) on Schedule 14A (File No. 001-40550), filed with the Commission on October 3, 2022, that are incorporated by reference into the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2022;
- (f) The Registrant’s Current Reports on Form 8-K filed with the Commission on [November 8, 2022](#) (with respect to Item 5.02 only) (File No. 001-40550); [November 16, 2022](#) (File No. 001-40550); [November 18, 2022](#) (File No. 001-40550); and [May 19, 2023](#) (File No. 001-40550); and
- (g) The description of the Registrant’s Common Stock, contained in [Exhibit 4.1](#) to the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended June 30, 2021, filed with the Commission on September 15, 2021 (File No. 001-40550), including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of Exchange Act, 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 herein and to be a part hereof from the date of filing or furnishing of such documents; provided, however, that information deemed to have been furnished and not filed shall not be deemed to be 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 other subsequently filed document that also is or 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
3.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on July 6, 2021 (Commission File No. 001-40550))</u>
3.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed with the Commission on July 6, 2021 (Commission File No. 001-40550))</u>
5.1*	<u>Opinion of Proskauer Rose LLP</u>
23.1*	<u>Consent of Proskauer Rose LLP (contained in Exhibit 5.1)</u>
23.2*	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm</u>
24.1*	<u>Power of Attorney (contained on the signature page hereto)</u>

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- 99.1 [Intapp, Inc. 2021 Employee Stock Purchase Plan \(incorporated by reference to Exhibit 10.4 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1, filed with the Commission on June 21, 2021 \(Commission File No. 333-256812\)\)](#)
- 99.2 [Intapp, Inc. 2021 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.5 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1, filed with the Commission on June 21, 2021 \(Commission File No. 333-256812\)\)](#)
- 107.1* [Filing Fee Table](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Palo Alto, California, on this 30th day of June, 2023.

INTAPP, INC.

By: /s/ Stephen Robertson

Name: Stephen Robertson

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John Hall and Stephen Robertson, each 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 or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) under the Securities Act of 1933 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 Securities and Exchange Commission, granting unto said attorney-in-fact, proxy 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, proxy 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, this registration statement on Form S-8 has been signed by the following persons in the capacities and on June 30, 2023.

Signature	Title
<u>/s/ John Hall</u> John Hall	Chief Executive Officer and Chairman of the Board (principal executive officer)
<u>/s/ Stephen Robertson</u> Stephen Robertson	Chief Financial Officer (principal financial officer)
<u>/s/ Kalyani Tandon</u> Kalyani Tandon	Chief Accounting Officer (principal accounting officer)
<u>/s/ Chris Gaffney</u> Chris Gaffney	Director
<u>/s/ Derek Schoettle</u> Derek Schoettle	Director
<u>/s/ Martin Fichtner</u> Martin Fichtner	Director
<u>/s/ Charles Moran</u> Charles Moran	Director
<u>/s/ Beverly Allen</u> Beverly Allen	Director
<u>/s/ Ralph Baxter</u> Ralph Baxter	Director
<u>/s/ Nancy Harris</u> Nancy Harris	Director
<u>/s/ George Neble</u> George Neble	Director
<u>/s/ Marie Wieck</u> Marie Wieck	Director



Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299

June 30, 2023

Intapp, Inc.
3101 Park Blvd
Palo Alto, California 94306

Ladies and Gentlemen:

We are acting as counsel to Intapp, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), of a registration statement on Form S-8 (the "Registration Statement") and the rules and regulations thereunder, relating to the registration of an additional 5,072,029 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share (the "Common Stock"), that may be issued by the Company pursuant to the Intapp, Inc. 2021 Omnibus Incentive Plan (the "2021 Plan") and the Intapp, Inc. 2021 Employee Stock Purchase Plan (the "ESPP"), each as previously approved by the Board (together, the "Plans"). The Shares are to be issued by the Company upon grant, vesting or exercise of certain stock-based awards (the "Awards") to be granted pursuant to the Plans.

As such counsel, we have participated in the preparation of the Registration Statement and have examined originals or copies of such documents, corporate records and other instruments as we have deemed relevant, including, without limitation: (i) the Amended and Restated Certificate of Incorporation of the Company, as amended to date; (ii) the Amended and Restated Bylaws of the Company; (iii) certain resolutions of the Board of Directors of the Company relating to the authorization and issuance of the Awards and the Shares; (iv) certain resolutions of the Company's stockholders relating to the adoption of the Plans; (v) the Plans; and (vii) the Registration Statement, together with the other exhibits filed as a part thereof.

We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion, assuming no change in the applicable law or pertinent facts, that the Shares have been duly authorized by the Company and, when and to the extent issued and delivered by the Company in accordance with the terms of the Awards and the Plans and paid for in full in accordance with the terms of the Plans and Awards, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdiction. The reference and limitation to the "General Corporation Law of the State of Delaware" includes all applicable Delaware statutory provisions of law and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving the foregoing 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 of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Proskauer Rose LLP

Beijing | Boca Raton | Boston | Chicago | Hong Kong | London | Los Angeles | New Orleans | New York | Paris | São Paulo | Washington, DC

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 September 9, 2022 relating to the financial statements of Intapp, Inc., appearing in the Annual Report on Form 10-K of Intapp, Inc. for the year ended June 30, 2022.

/s/ Deloitte & Touche LLP

San Jose, California
June 30, 2023

CALCULATION OF FILING FEE TABLE

S-8

(Form Type)

Intapp, 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	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	Other (1)	4,226,691 (2)(4)	\$40.05 (1)	\$169,278,974.55	\$110.20 per \$1,000,000	\$18,654.55
Equity	Common Stock, par value \$0.001 per share	Other (1)	845,338 (3)(4)	\$40.05 (1)	\$ 33,855,786.90	\$110.20 per \$1,000,000	\$ 3,730.91
	Total Offering Amounts				\$203,134,761.45		\$22,385.46
	Total Fee Offsets						\$ 0.00
	Net Fee Due						\$22,385.46

- (1) Estimated pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended (the "Securities Act") solely for the purpose of calculating the registration fee, based upon the average of the high and low prices for shares of Intapp, Inc. common stock, par value \$0.001 per share ("Common Stock"), quoted on the Nasdaq Global Select Market on June 27, 2023, which is within five business days of this filing.
- (2) Represents additional shares of Common Stock reserved for issuance under the Intapp, Inc. 2021 Omnibus Incentive Plan (the "Omnibus Plan").
- (3) Represents additional shares of Common Stock reserved for issuance under the Intapp, Inc. 2021 Employee Stock Purchase Plan (the "ESPP").
- (4) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Omnibus Plan and the ESPP by reason of any stock dividend, stock split, recapitalization or any other similar transaction that results in an increase in the number of outstanding shares of Common Stock.