

As filed with the Securities and Exchange Commission on June 30, 2022

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:

**Doreen E. Lilienfeld**  
**Shearman & Sterling LLP**  
**599 Lexington Avenue**  
**New York, NY 10022**  
**212-848-4000**

**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

Accelerated filer

Non-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 3,999,369 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 799,873 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 “Prior Registration Statement”).

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement filed on June 29, 2021 are hereby incorporated by reference. Only those items of Form S-8 containing new information not contained in the Prior Registration Statement are presented herein.

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## 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 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, 2021, filed with the Commission on September 15, 2021 (File No. 001-40550);
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed with the Commission on May 13, 2022;
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on July 6, 2021, September 8, 2021, October 12, 2021, November 10, 2021, November 18, 2021, February 9, 2022 and May 11, 2022; and
- (d) The description of the Registrant's Common Stock, which is contained in the Registrant's Registration Statement on Form 8-A filed on June 28, 2021 (File No. 001-40550) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8, filed with the Commission on June 29, 2021 (Commission File No. 333-257507))</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8, filed with the Commission on June 29, 2021 (Commission File No. 333-257507))</u></a>
5.1*	<a href="#"><u>Opinion of Shearman &amp; Sterling LLP</u></a>
23.1*	<a href="#"><u>Consent of Shearman &amp; Sterling LLP (contained in Exhibit 5.1)</u></a>
23.2*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm</u></a>
24.1*	<a href="#"><u>Power of Attorney (contained on the signature page hereto)</u></a>

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- 99.1 [Intapp, Inc. 2021 Employee Stock Purchase Plan \(incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8, filed with the Commission on June 29, 2021 \(Commission File No. 333-257507\)\)](#)
- 99.2 [Intapp, Inc. 2021 Omnibus Incentive Plan \(incorporated by reference to Exhibit 99.3 to the Registrant's Registration Statement on Form S-8, filed with the Commission on June 29, 2021 \(Commission File No. 333-257507\)\)](#)
- 107.1\* [Filing Fee Table](#)

\* Filed herewith.

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**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, 2022.

**INTAPP, INC.**

By: /s/ Stephen Robertson

Name: Stephen Robertson

Title: Chief Financial Officer

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## 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, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ John Hall</u> John Hall	Chief Executive Officer and Director (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/ Mukul Chawla</u> Mukul Chawla	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

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## SHEARMAN &amp; STERLING LLP

599 Lexington Avenue  
New York, NY 10022-6069  
+1.212.848.4000

June 30, 2022

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

Ladies and Gentlemen:

We are acting as counsel for Intapp, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of a registration statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to up to 4,799,242 shares of common stock, \$0.001 par value per share, of the Company (the "Shares") that may be delivered from time to time pursuant to the Intapp, Inc. 2021 Omnibus Incentive Plan and the Intapp, Inc. 2021 Employee Stock Purchase Plan (together, the "Plans"). In connection with the foregoing, we have reviewed originals or copies identified to our satisfaction of the following documents:

- (a) The Registration Statement;
- (b) The certificate of incorporation and by-laws of the Company, in each case as amended; and
- (c) Originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company, and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Our opinion set forth below is based on the text of the Plans as referenced in the Exhibit Index to the Registration Statement.

Our opinion expressed below is limited to the General Corporation Law of the State of Delaware, and we do not express any opinion herein concerning any other law.

Based upon and subject to the foregoing and having regard for such legal considerations as we have deemed relevant, we are of the opinion that authorized but not previously issued Shares which may be delivered under the Plans have been duly authorized by the Company and, when (a) issued and delivered by the Company in accordance with the terms of the Plans and (b) paid for in full in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact that may occur after the date of this opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby concede that we come within the category of persons whose consent is required by the Securities Act or the General Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

Shearman &amp; Sterling LLP

**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 15, 2021, relating to the financial statements of Intapp, Inc. and subsidiaries, appearing in the Annual Report on Form 10-K of Intapp, Inc. for the year ended June 30, 2021.

/s/ Deloitte & Touche LLP

San Jose, California

June 30, 2022

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## 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)	3,999,369 (2)(4)	\$14.56 (1)	\$58,230,812.64	\$92.70 per \$1,000,000	\$5,398.00
Equity	Common Stock, par value \$0.001 per share	Other (1)	799,873 (3)(4)	\$14.56 (1)	\$11,646,150.88	\$92.70 per \$1,000,000	\$1,079.60
<b>Total Offering Amounts</b>					\$69,876,963.52		\$6,477.59
<b>Total Fee Offsets</b>							\$0
<b>Net Fee Due</b>							\$6,477.59

- (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 29, 2022.
- (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.