

---

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

---

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

---

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

---

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**27-0239450**  
(IRS Employer  
Identification No.)

401 SW 5<sup>th</sup> Ave  
Portland, Oregon 97204  
(Address, including zip code of Principal Executive Offices)

Expensify, Inc. 2021 Incentive Award Plan  
Expensify, Inc. 2021 Stock Purchase and Matching Plan  
(Full title of the plan)

Ryan Schaffer  
Chief Financial Officer  
401 SW 5<sup>th</sup> Ave  
Portland, Oregon 97204  
Telephone: (971) 365-3939  
(Name, address and telephone number, including area code, of agent for service)

*Copy to:*

Tad J. Freese  
Alexa M. Berlin  
Benjamin A. Potter  
Latham & Watkins LLP  
140 Scott Drive  
Menlo Park, California 94025  
(650) 328-4600

---

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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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.

---

---

#### **EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed with the Securities and Exchange Commission for the purpose of registering an additional 9,829,203 shares of Class A common stock, par value \$0.0001 per share, of Expensify, Inc. (the “Registrant”), 4,883,441 of which became available for issuance on January 1, 2022 and 4,945,762 of which became available for issuance on January 1, 2023, pursuant to the following employee benefit plans for which a Registration Statement of the Registrant on Form S-8 ([File No. 333-260933](#)) is effective: (i) the Expensify Inc. 2021 Incentive Award Plan and (ii) the Expensify Inc. 2021 Stock Purchase and Matching Plan.

Pursuant to General Instruction E of Form S-8, the contents of the above referenced registration statement are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Index</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K (File No. 001-41043), filed on March 8, 2023 with the SEC).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-41043), filed on November 15, 2021 with the SEC).</u></a>
4.3	<a href="#"><u>Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-260297), filed on November 1, 2021 with the SEC).</u></a>
5.1*	<a href="#"><u>Opinion of Latham &amp; Watkins LLP.</u></a>
23.1*	<a href="#"><u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</u></a>
23.2*	<a href="#"><u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on the signature page hereto).</u></a>
99.1	<a href="#"><u>Expensify, Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1 (File No. 333-260297), filed on November 1, 2021 with the SEC).</u></a>
99.2	<a href="#"><u>Expensify, Inc. 2021 Incentive Award Plan – Form of RSU Agreement (incorporated by reference to Exhibit 10.20 to the Company's Registration Statement on Form S-1 (File No. 333-260297), filed on November 1, 2021 with the SEC).</u></a>
99.3	<a href="#"><u>Expensify, Inc. 2021 Incentive Award Plan – Form of Option Agreement (incorporated by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1 (File No. 333-260297), filed on November 1, 2021 with the SEC).</u></a>
99.4	<a href="#"><u>Expensify, Inc. 2021 Stock Purchase and Matching Plan (incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K (File No. 001-41043), filed on March 31, 2022 with the SEC).</u></a>
99.5	<a href="#"><u>Expensify, Inc. Non-Employee Director Compensation Program (incorporated by reference to Exhibit 10.22 to the Company's Registration Statement on Form S-1 (File No. 333-260297), filed on November 1, 2021 with the SEC).</u></a>
107.1*	<a href="#"><u>Filing Fee Table</u></a>

---

\* 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 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 Portland, State of Oregon, on March 8, 2023.

### EXPENSIFY, INC.

By /s/ David Barrett \_\_\_\_\_  
David Barrett  
Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints David Barrett and Ryan Schaffer, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution and resubstitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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, and each of them, 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 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 any of them, or his, her or their 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ David Barrett</i> David Barrett	Chief Executive Officer and Director (Principal Executive Officer)	March 8, 2023
<hr/> <i>/s/ Ryan Schaffer</i> Ryan Schaffer	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	March 8, 2023
<hr/> <i>/s/ Anuradha Muralidharan</i> Anuradha Muralidharan	Director	March 8, 2023
<hr/> <i>/s/ Daniel Vidal</i> Daniel Vidal	Director	March 8, 2023
<hr/> <i>/s/ Jason Mills</i> Jason Mills	Director	March 8, 2023
<hr/> <i>/s/ Tim Christen</i> Tim Christen	Director	March 8, 2023
<hr/> <i>/s/ Ellen Pao</i> Ellen Pao	Director	March 8, 2023
<hr/> <i>/s/ Ying (Vivian) Liu</i> Ying (Vivian) Liu	Director	March 8, 2023

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Expensify, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	9,829,203 <sup>(2)</sup>	\$8.42 <sup>(3)</sup>	\$82,761,889	\$110.20 per \$1,000,000	\$9,120
<b>Total Offering Amounts</b>					\$82,761,889		\$9,120
<b>Total Fee Offsets<sup>(4)</sup></b>							\$—
<b>Net Fee Due</b>							\$9,120

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents the additional 4,883,441 and 4,945,762 shares of Class A common stock issuable under the Expensify, Inc. 2021 Incentive Award Plan (the “2021 Incentive Plan”) and the Expensify, Inc. 2021 Stock Purchase and Matching Plan (together with the 2021 Incentive Plan, the “2021 Plans”) resulting from the automatic annual share increases that occurred on January 1, 2022 and January 1, 2023, respectively, pursuant to the terms of the 2021 Plans, which use a combined share reserve.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of Expensify, Inc.’s (the “Registrant”) Class A common stock as reported on The Nasdaq Stock Market LLC on March 1, 2023.
- (4) The Registrant does not have any fee offsets.

140 Scott Drive  
 Menlo Park, California 94025  
 Tel: +1.650.238.4600  
 www.lw.com

**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

March 8, 2023

Expensify, Inc.  
 401 SW 5<sup>th</sup> Ave  
 Portland, Oregon 97204

Re: Registration Statement on Form S-8; 9,829,203 shares of Class A common stock of Expensify, Inc., par value \$0.0001 per share

To the addressees set forth above:

We have acted as special counsel to Expensify, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “*Commission*”) of a Registration Statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance of up to 9,829,203 shares (the “*Shares*”) of Class A common stock of the Company, \$0.0001 par value per share, which may be issued pursuant to the Company’s 2021 Incentive Award Plan (the “*2021 Incentive Plan*”) and the Company’s 2021 Stock Purchase and Matching Plan (together with the 2021 Incentive Plan, the “*Plans*”).

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 or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the Plans, as applicable, assuming in each case that the individual issuances, grants or awards under the Plans, as applicable, are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans, as applicable (and the agreements duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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/ Latham & Watkins LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Expensify, Inc. 2021 Incentive Award Plan, and the Expensify, Inc. 2021 Stock Purchase and Matching Plan of our reports dated March 8, 2023, with respect to the consolidated financial statements of Expensify, Inc., and the effectiveness of internal control over financial reporting of Expensify, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California  
March 8, 2023