

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

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

IBOTTA, INC.

(Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

34-2426358
 (I.R.S. Employer
 Identification No.)

1400 16th Street, Suite 600
 Denver, Colorado 80202
 303-593-1633

(Address of Principal Executive Offices, including zip code)

2024 Equity Incentive Plan
2024 Employee Stock Purchase Plan
 (Full title of the plan)

David T. Shapiro
 Chief Legal Officer
 Ibotta, Inc.
 1400 16th Street, Suite 600
 Denver, Colorado 80202
 303-593-1633

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

Copies to:

*Larry W. Sonsini
 Mark Baudler
 Richard C. Blake
 Wilson Sonsini Goodrich & Rosati, P.C.
 650 Page Mill Road
 Palo Alto, California 94304
 650-493-9300*

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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement on Form S-8 (the “**Registration Statement**”) is being filed to register an additional 2,806,506 shares of Class A common stock of Ibotta, Inc. (the “**Registrant**”) that were issued pursuant to the Registrant’s 2024 Equity Incentive Plan (the “**2024 Plan**”) and an additional 561,301 shares of Class A common stock of the Registrant that were issued pursuant to the Registrant’s 2024 Employee Stock Purchase Plan (the “**2024 ESPP**”) as a result of an evergreen provision in each of the 2024 Plan and 2024 ESPP providing that the total number of shares of common stock reserved for issuance under each of the 2024 Plan and 2024 ESPP will be automatically increased as of the first day of each fiscal year.

These additional shares of common stock are securities of the same class as other securities for which a previous Registration Statement on Form S-8 was filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) on April 18, 2024 (File No. [333-278777](#)) (the “**Previous Registration Statement**”). In accordance with General Instruction E of Form S-8, the contents of the Previous Registration Statement, including periodic reports filed after the Previous Registration Statement to maintain current information about the Registrant, are incorporated by reference into 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 previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2024, filed with the Commission on February 27, 2025 (the “**FY 2024 Form 10-K**”) pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”);
- (2) All other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (1) above (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-42018) filed with the Commission on April 15, 2024, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), updated by [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the FY 2024 Form 10-K.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however,* that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed 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 subsequently filed document which 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 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Certain members of Wilson Sonsini Goodrich & Rosati, Professional Corporation own an interest representing less than 1% of the Registrant's outstanding shares of common stock.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers, provided that the person acted in good faith and in a manner the person reasonably believed to be in our best interests, and, with respect to any criminal action, had no reasonable cause to believe the person's actions were unlawful. The DGCL further provides that the indemnification permitted thereunder shall not be deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The amended and restated certificate of incorporation of the Registrant provides for the indemnification of the Registrant's directors and officers to the fullest extent permitted under the DGCL. In addition, the amended and restated bylaws of the Registrant require the Registrant to fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Registrant, or is or was a director or officer of the Registrant serving at the Registrant's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the fullest extent permitted by applicable law, subject to certain exceptions and requirements.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except (1) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions by a director or officer not in good faith or which involve intentional misconduct or a knowing violation of law, (3) with respect to a director, for payments of unlawful dividends or unlawful stock repurchases or redemptions (4) for any transaction from which the director or officer derived an improper personal benefit or (5) for claims against an officer, for any action by or in the right of the Company. The Registrant's amended and restated certificate of incorporation provides that the Registrant's directors and officers shall not be personally liable to it or its stockholders for monetary damages for breach of fiduciary duty as a director or officer to the fullest extent permitted by the DGCL and that if the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of the Registrant's directors and officers shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Section 174 of the DGCL provides, among other things, that a director who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption may be held liable for such actions. A director who was either absent when the unlawful actions were approved, or dissented at the time, may avoid liability by causing his or her dissent to such actions to be entered in the books containing minutes of the meetings of the board of directors at the time such action occurred or immediately after such absent director receives notice of the unlawful acts.

As permitted by the DGCL, the Registrant has entered into separate indemnification agreements with each of the Registrant's directors and certain of the Registrant's officers which would require the Registrant, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors, officers, or certain other employees.

The Registrant has obtained insurance policies under which its directors and officers are insured, within the limits and subject to the limitations of those policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits, or proceedings to which they are parties by reason of being or having been directors or officers. The coverage provided by these policies may apply whether or not the Registrant would have the power to indemnify such person against such liability under the provisions of the DGCL.

These indemnification provisions and the indemnification agreements entered into between the Registrant and the Registrant's officers and directors may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act").

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

EXHIBIT INDEX

| Exhibit Number | Description | Incorporated by Reference | | | | |
|-----------------------|--|----------------------------------|-----------------|----------------|--------------------|-----------------------|
| | | Form | File No. | Exhibit | Filing Date | Filed Herewith |
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant. | 8-K | 001-42018 | 3.1 | April 22, 2024 | |
| 4.2 | Amended and Restated Bylaws of the Registrant. | 8-K | 001-42018 | 3.2 | April 22, 2024 | |
| 4.3 | Form of Class A common stock certificate of the Registrant. | S-1/A | 333-278172 | 4.1 | April 8, 2024 | |
| 4.4 | Description of Securities. | 10-K | 001-42018 | 4.2 | February 27, 2025 | |
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, P.C. | | | | | X |
| 23.1 | Consent of KPMG LLP, Independent Registered Public Accounting Firm. | | | | | X |
| 23.2 | Consent of Wilson Sonsini Goodrich & Rosati, P.C. (contained in Exhibit 5.1 hereto). | | | | | X |
| 24.1 | Power of Attorney (included on the signature page hereto). | | | | | X |
| 99.1+ | 2024 Equity Incentive Plan and forms of agreement thereunder. | S-1/A | 333-278172 | 10.1 | April 8, 2024 | |
| 99.2+ | 2024 Employee Stock Purchase Plan and forms of agreement thereunder. | S-1/A | 333-278172 | 10.2 | April 8, 2024 | |
| 107 | Filing Fee Table | | | | | X |

+ Indicates a management contract or compensatory plan.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement

provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) that for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such

director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Denver, State of Colorado, on the 8th day of January, 2026.

IBOTTA, INC.

By: /s/ Bryan Leach
Bryan Leach
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Bryan Leach and Matt Puckett, and each of them, as his or her true and lawful attorney-in-fact and agent, 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 any and all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 and about the premises, as fully for all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their, 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/ Bryan Leach</u> Bryan Leach | Founder, Chief Executive Officer, President and Chairman of the Board <i>(Principal Executive Officer)</i> | January 8, 2026 |
| <u>/s/ Matt Puckett</u> Matt Puckett | Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | January 8, 2026 |
| <u>/s/ Stephen Bailey</u> Stephen Bailey | Director | January 8, 2026 |
| <u>/s/ Amanda Baldwin</u> Amanda Baldwin | Director | January 8, 2026 |
| <u>/s/ Amit N. Doshi</u> Amit N. Doshi | Director | January 8, 2026 |
| <u>/s/ Thomas D. Lehrman</u> Thomas D. Lehrman | Director | January 8, 2026 |
| <u>/s/ Valarie Sheppard</u> Valarie Sheppard | Director | January 8, 2026 |
| <u>/s/ Larry W. Sonsini</u> Larry W. Sonsini | Director | January 8, 2026 |

Calculation of Filing Fee Tables

S-8

Ibotta, Inc.

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 |
|-------------------------|---------------|---|----------------------|-------------------|--|----------------------------------|-----------|----------------------------|
| 1 | Equity | Class A common stock, \$0.00001 par value per share, Ibotta, Inc. 2024 Equity Incentive Plan | Other | 2,806,506 | \$ 22.89 | \$ 64,240,922.34 | 0.0001381 | \$ 8,871.68 |
| 2 | Equity | Class A common stock, \$0.00001 par value per share, Ibotta, Inc. 2024 Employee Stock Purchase Plan | Other | 561,301 | \$ 19.46 | \$ 10,922,917.46 | 0.0001381 | \$ 1,508.46 |
| Total Offering Amounts: | | | | | | \$ 75,163,839.80 | | \$ 10,380.14 |
| Total Fee Offsets: | | | | | | | | \$ 0.00 |
| Net Fee Due: | | | | | | | | \$ 10,380.14 |

Offering Note

1

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers any additional shares of the Registrant's Class A common stock that become issuable under each of the Registrant's 2024 Equity Incentive Plan (the "2024 Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Class A common stock.

Amount Registered represents additional shares of Class A common stock reserved for issuance as a result of an annual evergreen increase provided for in the 2024 Plan.

Proposed Maximum Offering Price per Unit estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$22.89 per share, which is the average of the high and the low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on January 2, 2026.

2

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers any additional shares of the Registrant's Class A common stock that become issuable under each of the Registrant's 2024 Employee Stock Purchase Plan (the "2024 ESPP"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Class A common stock.

Amount Registered represents additional shares of Class A common stock reserved for issuance as a result of an annual evergreen increase provided for in the 2024 ESPP.

Proposed Maximum Offering Price per Unit estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$22.89 per share, which is the

average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on January 2, 2026. Pursuant to the 2024 ESPP, the purchase price of the shares of Class A common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of Class A common stock on the Enrollment Date or the Exercise Date (as such terms are defined in the 2024 ESPP).

Table 2: Fee Offset Claims and Sources



Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
O: 650-493-9300
F: 866.974.7329

January 8, 2026

Ibotta, Inc.
1400 16th Street, Suite 600
Denver, Colorado 80202

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Ibotta, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended, of an aggregate of 3,367,807 shares of your Class A common stock, par value \$0.00001 per share (the “**Shares**”), consisting of: (i) 2,806,506 shares of Class A common stock to be issued under the 2024 Equity Incentive Plan (the “**2024 Plan**”) and (ii) 561,301 shares of Class A common stock to be issued under the 2024 Employee Stock Purchase Plan (the “**2024 ESPP**,” and together with the 2024 Plan, the “**Plans**”). As your legal counsel, 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 Plans.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. 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.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 26, 2025, with respect to the consolidated financial statements of Ibotta, Inc., incorporated herein by reference.

/s/ KPMG LLP

Denver, Colorado
January 8, 2026