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

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

RAPID7, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

35-2423994

(I.R.S. Employer Identification No.)

**100 Summer Street
Boston, Massachusetts 02110**
(Address of principal executive offices) (Zip Code)

**Rapid7, Inc. 2015 Equity Incentive Plan
Rapid7, Inc. 2015 Employee Stock Purchase Plan**
(Full titles of the plans)

**Peter Kaes
General Counsel and Secretary
Rapid7, Inc.
100 Summer Street
Boston, Massachusetts 02110
(617) 247-1717**

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

Copies to:

**Nicole Brookshire, Esq.
Courtney T. Thorne, Esq.
Cooley LLP
500 Boylston Street, 14th Floor
Boston, Massachusetts 02116
(617) 937-2300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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 or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
2015 Equity Incentive Plan Common Stock, \$0.01 par value per share	1,904,017 shares (3)	\$46.73	\$88,974,714.41	\$10,783.74
2015 Employee Stock Purchase Plan Common Stock, \$0.01 par value per share	476,004 shares (4)	\$46.73	\$22,243,666.92	\$2,695.93
Total	2,380,021 shares	N/A	\$111,218,381.33	\$13,479.67

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.01 per share (the “*Common Stock*”) that become issuable under the Rapid7, Inc. 2015 Equity Incentive Plan (the “*2015 EIP*”) and the Rapid7, Inc. 2015 Employee Stock Purchase Plan (the “*2015 ESPP*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$46.73, the average of the high and low prices of the Registrant’s Common Stock as reported on The NASDAQ Global Market on February 25, 2019.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2015 EIP on January 1, 2019 pursuant to an “evergreen” provision contained in the 2015 EIP.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2015 ESPP on January 1, 2019 pursuant to an “evergreen” provision contained in the 2015 ESPP.

**INCORPORATION BY REFERENCE OF CONTENTS
OF REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed by Rapid7, Inc. (the “Registrant”) for the purpose of registering (i) an additional 1,904,017 shares of Common Stock issuable pursuant to the Rapid7, Inc. 2015 Equity Incentive Plan (the “2015 EIP”) and (i) an additional 476,004 shares of Common Stock issuable pursuant to the Rapid7, Inc. 2015 Employee Stock Purchase Plan (the “2015 ESPP”). These additional shares of Common Stock are securities of the same class as other securities for which Registration Statements on Form S-8 of the Registrant relating to the same employee benefit plans are effective. The Registrant previously registered shares of its Common Stock for issuance under the 2015 EIP and 2015 ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on July 17, 2015 (File No. 333-205716), October 13, 2015 (File No. 333-207395), March 10, 2016 (File No. 333-210082), March 9, 2017 (File No. 333-216566) and March 8, 2018 (File No. 333-223525). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit No.	Description
4.1(1)	<u>Amended and Restated Certificate of Incorporation of the Registrant.</u>
4.2(2)	<u>Amended and Restated Bylaws of the Registrant.</u>
4.3(3)	<u>Form of Common Stock Certificate of the Registrant.</u>
5.1	<u>Opinion of Cooley LLP (filed herewith).</u>
23.1	<u>Consent of KPMG LLP (filed herewith).</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1 and incorporated herein by reference).</u>
24.1	<u>Power of Attorney (included as part of the signature page to this Registration Statement).</u>
99.1(4)	<u>Rapid7, Inc. 2015 Equity Incentive Plan, as amended.</u>
99.2(5)	<u>Forms of Stock Option Agreement, Notice of Exercise, Stock Option Grant Notice and Restricted Stock Unit Agreement under the Rapid7, Inc. 2015 Equity Incentive Plan, as amended.</u>
99.3(6)	<u>Rapid7, Inc. 2015 Employee Stock Purchase Plan.</u>

- (1) Filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on July 22, 2015, and incorporated herein by reference.
 - (2) Filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed with the Commission on July 22, 2015, and incorporated herein by reference.
 - (3) Filed as Exhibit 4.1 to the Registrant’s Registration Statement on Form S-1/A filed with the Commission on July 6, 2015 (File No. 333-204874), as amended, and incorporated herein by reference.
 - (4) Filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on October 13, 2015 and incorporated herein by reference.
 - (5) Filed as Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1/A filed with the Commission on July 6, 2015 (File No. 333-204874), as amended, and incorporated herein by reference.
 - (6) Filed as Exhibit 10.4 to the Registrant’s Registration Statement on Form S-1/A filed with the Commission on July 6, 2015 (File No. 333-204874), as amended, and incorporated herein by reference.
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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 Boston, Commonwealth of Massachusetts, on February 28, 2019.

RAPID7, INC.

/s/ Jeff Kalowski

By: Jeff Kalowski

Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Corey Thomas and Jeff Kalowski, and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with 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 or 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 each of said attorneys-in-fact and agents, or 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 date indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Corey Thomas</u> Corey Thomas	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 28, 2019
<u>/s/ Jeff Kalowski</u> Jeff Kalowski	Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2019
<u>/s/ Michael Berry</u> Michael Berry	Director	February 28, 2019
<u>/s/ Marc Brown</u> Marc Brown	Director	February 28, 2019
<u>/s/ Judy Bruner</u> Judy Bruner	Director	February 28, 2019
<u>/s/ Benjamin Holzman</u> Benjamin Holzman	Director	February 28, 2019
<u>/s/ Timothy McAdam</u> Timothy McAdam	Director	February 28, 2019
<u>/s/ J. Benjamin Nye</u> J. Benjamin Nye	Director	February 28, 2019
<u>/s/ Tom Schodorf</u> Tom Schodorf	Director	February 28, 2019



Nicole C. Brookshire
T: +1 617 937 2357
nbrookshire@cooley.com

February 28, 2019

Rapid7, Inc.
100 Summer Street
Boston, MA 02110

Ladies and Gentlemen:

We have acted as counsel to Rapid7, Inc., a Delaware corporation (the "*Company*"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission, covering the offering of up to an aggregate of 2,380,021 shares of the Company's Common Stock, \$0.01 par value (the "*Shares*"), including (i) 1,904,017 shares (the "*2015 EIP Shares*") pursuant to the Company's 2015 Equity Incentive Plan (the "*2015 EIP*") and (ii) 476,004 shares (the "*2015 ESPP Shares*") pursuant to the Company's 2015 Employee Stock Purchase Plan (the "*2015 ESPP*," and collectively with the 2015 EIP, the "*Plans*").

In connection with this opinion, we have examined and relied upon the Registration Statement and related Prospectuses included therein, the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. 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.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the 2015 EIP Shares, when sold and issued in accordance with the 2015 EIP, and the 2015 ESPP Shares, when sold and issued in accordance with the 2015 ESPP, and in each case when sold and issued in accordance with the Registration Statement and related Prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Nicole C. Brookshire

Nicole C. Brookshire

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Rapid7, Inc.:

We consent to the use of our report dated February 28, 2019, with respect to the consolidated balance sheets of Rapid7, Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes, and the effectiveness of internal control over financial reporting as of December 31, 2018, incorporated herein by reference.

Our report refers to the Company's adoption of Accounting Standards Update 2014-09, *Revenue from Contracts with Customers (Topic 606)* in 2018.

/s/ KPMG LLP

Boston, Massachusetts
February 28, 2019