

---

---

**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)

---

Corey Thomas  
President and Chief Executive Officer  
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.  
Richard Segal, 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

---

**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
<b>2015 Equity Incentive Plan</b> Common Stock, \$0.01 par value per share	1,661,616 shares (3)	\$14.42	\$23,960,502.72	\$2,412.82
<b>2015 Employee Stock Purchase Plan</b> Common Stock, \$0.01 par value per share	415,404 shares (4)	\$14.42	\$5,990,125.68	\$603.21
<b>Total</b>	2,077,020 shares	N/A	\$29,950,628.40	\$3,016.03

- (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 \$14.42, the average of the high and low prices of the Registrant's Common Stock as reported on The NASDAQ Global Market on March 4, 2016.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2015 EIP on January 1, 2016 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, 2016 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 1,661,616 shares of Common Stock issuable pursuant to the Rapid7, Inc. 2015 Equity Incentive Plan (the “2015 EIP”) and (ii) an additional 415,404 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 a Registration Statement on Form S-8 of the Registrant relating to the same employee benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2015 EIP and 2015 ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on July 17, 2015 (File No. 333-205716). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS.**

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

---

## 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 March 10, 2016.

### RAPID7, INC.

By: /s/ Steven Gatoff  
Steven Gatoff  
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 Steven Gatoff, and each of them, his true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his 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 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	President, Chief Executive Officer and Director (Principal Executive Officer)	March 10, 2016
<u>/s/ Steven Gatoff</u> Steven Gatoff	Chief Financial Officer (Principal Financial and Accounting Officer)	March 10, 2016
<u>/s/ Alan Matthews</u> Alan Matthews	Chairman of the Board of Directors	March 10, 2016
<u>/s/ Michael Berry</u> Michael Berry	Director	March 10, 2016
<u>/s/ Benjamin Holzman</u> Benjamin Holzman	Director	March 10, 2016
<u>/s/ Timothy McAdam</u> Timothy McAdam	Director	March 10, 2016
<u>/s/ J. Benjamin Nye</u> J. Benjamin Nye	Director	March 10, 2016
<u>/s/ John Sweeney</u> John Sweeney	Director	March 10, 2016
<u>/s/ Christopher Young</u> Christopher Young	Director	March 10, 2016

---

**EXHIBIT INDEX**

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

\* Filed herewith.

- (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.



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

March 10, 2016

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 by the Company 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 2,077,020 shares of the Company's Common Stock, \$0.01 par value (the "**Shares**"), including (i) 1,661,616 shares (the "**2015 EIP Shares**") reserved for issuance pursuant to the Company's 2015 Equity Incentive Plan (the "**2015 EIP**") and (ii) 415,404 shares (the "**2015 ESPP Shares**") reserved for issuance 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 the related prospectuses included therein, the Company's Amended and Restated Certificate of Incorporation, and Bylaws, each as currently in effect, the Plans and such other documents, records, certificates, memoranda and other instruments as in our judgment are 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. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

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.

---

# Cooley

Rapid7, Inc.  
March 10, 2016  
Page Two

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 March 10, 2016, with respect to the consolidated balance sheets of Rapid7, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, changes in redeemable convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2015, incorporated by reference herein.

/s/ KPMG LLP

Boston, Massachusetts  
March 10, 2016