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

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

Peloton Interactive, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

47-3533761
(I.R.S. Employer
Identification No.)

Peloton Interactive, Inc.
441 Ninth Avenue, 6th Floor
New York, New York 10001
(Address of Principal Executive Offices) (Zip Code)

2019 Equity Incentive Plan
2019 Employee Stock Purchase Plan
(Full title of the plans)

Barry McCarthy
Chief Executive Officer

Peloton Interactive, Inc.
441 Ninth Avenue, 6th Floor
New York, New York 10001
(917) 671-9198
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Marc D. Jaffe
Ian D. Schuman
Ellen Smiley
Latham & Watkins LLP
1271 Avenue of the Americas
New York, New York 10020
(212) 906-1200

Hisao Kushi
Chief Legal Officer and Secretary
Peloton Interactive, Inc.
441 Ninth Avenue, 6th Floor
New York, New York 10001
(917) 671-9198

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.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Peloton Interactive, Inc. (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register an aggregate of 20,296,440 additional shares of Class A common stock ("**Shares**"), consisting of (i) 16,913,700 additional Shares under the Registrant's 2019 Equity Incentive Plan (the "**2019 Plan**"), and (ii) 3,382,740 additional Shares under the Registrant's 2019 Employee Stock Purchase Plan (the "**2019 ESPP**"), pursuant to the provisions of the 2019 Plan and the 2019 ESPP, respectively, providing for an automatic annual increase in the number of Shares reserved for issuance under such plan.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statement is 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.

The following exhibits are filed herewith or incorporated by reference:

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant.	10-Q	001-39058	3.1	11/06/2019	
4.2	Amended and Restated Bylaws of the Registrant.	8-K	001-39058	3.1	04/27/2020	
4.3	Form of Class A Common Stock Certificate of the Registrant.	S-1/A	333-233482	4.1	09/10/2019	
5.1	Opinion of Latham & Watkins LLP.					X
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2019 Equity Incentive Plan and forms of award agreements.	10-K	001-39058	10.3	9/7/2022	
99.2	2019 Employee Stock Purchase Plan and form of subscription agreement.	S-8	333-233941	4.8	09/26/2019	
107	Filing fee table.					X

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 New York, State of New York, on this 7th day of September 2022.

PELTON INTERACTIVE, INC.

/s/ Barry McCarthy

Barry McCarthy
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints the Company's Chief Executive Officer, currently Barry McCarthy, and the Company's Chief Financial Officer, currently Elizabeth Coddington, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution and resubstitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8) and all documents relating 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 or advisable 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 attorneys-in-fact and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
By: <u>/s/ Barry McCarthy</u> Barry McCarthy	Chief Executive Officer and Director (Principal Executive Officer)	September 7, 2022
By: <u>/s/ Elizabeth Coddington</u> Elizabeth Coddington	Chief Financial Officer (Principal Financial Officer)	September 7, 2022
By: <u>/s/ Allen Klingsick</u> Allen Klingsick	Chief Accounting Officer (Principal Accounting Officer)	September 7, 2022
By: <u>/s/ John Foley</u> John Foley	Executive Chair of the Board of Directors	September 7, 2022
By: <u>/s/ Karen Boone</u> Karen Boone	Lead Independent Director	September 7, 2022
By: <u>/s/ Jon Callaghan</u> Jon Callaghan	Director	September 7, 2022
By: <u>/s/ Jay Hoag</u> Jay Hoag	Director	September 7, 2022
By: <u>/s/ Angel L. Mendez</u> Angel L. Mendez	Director	September 7, 2022
By: <u>/s/ Jonathan Mildenhall</u> Jonathan Mildenhall	Director	September 7, 2022
By: <u>/s/ Pamela Thomas-Graham</u> Pamela Thomas-Graham	Director	September 7, 2022

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

Peloton Interactive, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2019 Equity Incentive Plan	Equity	Class A common stock, \$0.000025 par value per share	Rule 457(c) and 457(h)	16,913,700 ⁽³⁾	\$9.03	\$152,730,711.00	\$92.70 per million dollars	\$14,158.14
2019 Employee Stock Purchase Plan	Equity	Class A common stock, \$0.000025 par value per share	Rule 457(c) and 457(h)	3,382,740 ⁽⁴⁾	\$7.68	\$25,964,220.87	\$92.70 per million dollars	\$2,406.89
Total Offering Amounts						\$178,694,931.87		\$16,565.03
Total Fee Offsets ⁽⁵⁾								\$—
Net Fee Due								\$16,565.03

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement shall cover any additional shares of Class A common stock ("**Shares**") that may from time to time be offered or issued under the 2019 Equity Incentive Plan (the "**2019 Plan**") of Peloton Interactive, Inc. (the "**Registrant**") and the 2019 Employee Stock Purchase Plan (the "**2019 ESPP**") and together with the 2019 Plan, the "**Plans**") of the Registrant to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plans.

(2) For purposes of computing the registration fee only. Pursuant to Rule 457(c) and 457(h) of the Securities Act, the Proposed Maximum Offering Price Per Share with respect to the Plans is based upon the average of the high and low prices of the Registrant's Class A Common Stock, as reported on The Nasdaq Global Select Market on September 6, 2022, which date is within five business days prior to the filing of this Registration Statement. Under the 2019 ESPP, the purchase price of a Share is equal to 85% of the fair market value of the Registrant's Class A common stock on the offering date or the purchase date, whichever is less.

(3) Represents additional Shares reserved for issuance under the 2019 Plan resulting from the automatic annual increase on July 1, 2022 in the number of authorized Shares reserved and available for issuance under the 2019 Plan pursuant to the terms of the 2019 Plan.

(4) Represents additional Shares reserved for issuance under the 2019 ESPP resulting from the automatic annual increase on July 1, 2022 in the number of authorized Shares reserved and available for issuance under the 2019 ESPP pursuant to the terms of the 2019 ESPP.

(5) The Registrant does not have any fee offsets.

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LATHAM & WATKINS^{LLP}

September 7, 2022

Peloton Interactive, Inc.
441 Ninth Avenue, Sixth Floor
New York, NY 10001

Re: Registration Statement on Form S-8; 20,296,440
shares of Class A Common Stock, par value
\$0.000025 per share, of Peloton Interactive, Inc.

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.

To the addressee set forth above:

We have acted as special counsel to Peloton Interactive, 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 (the “*Registration Statement*”) on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance of up to an aggregate of 20,296,440 shares (the “*Shares*”) of Class A common stock of the Company, par value \$0.000025 per share (the “*Class A Common Stock*”), which may be issued pursuant to the Peloton Interactive, Inc. 2019 Equity Incentive Plan (the “*2019 Plan*”) and the Peloton Interactive, Inc. 2019 Employee Stock Purchase Plan (the “*2019 ESPP*” and together with the 2019 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 in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans 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 (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such 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.

LATHAM & WATKINS^{LLP}

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 2019 Equity Incentive Plan and 2019 Employee Stock Purchase Plan of Peloton Interactive, Inc. of our reports dated September 6, 2022, with respect to the consolidated financial statements of Peloton Interactive, Inc. and the effectiveness of internal control over financial reporting of Peloton Interactive, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

September 7, 2022