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

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

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**Robinhood Markets, Inc.**

(Exact name of registrant as specified in its charter)

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

**46-4364776**  
(I.R.S. Employer  
Identification No.)

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**85 Willow Road, Menlo Park, California 94025**  
(Address of principal executive offices, including zip code)

**2021 Omnibus Incentive Plan**  
**2021 Employee Share Purchase Plan**  
(Full titles of the plans)

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**Vladimir Tenev**  
**Co-Founder, Chief Executive Officer, and President**  
**Robinhood Markets, Inc.**  
**85 Willow Road, Menlo Park, California 94025**  
**(844) 428-5411**  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**Jonathan J. Katz**  
**Michael L. Arnold**  
**Cravath, Swaine & Moore LLP**  
**825 Eighth Avenue**  
**New York, New York 10019**  
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**Christina Y. Lai**  
**Steve Pickering**  
**Robinhood Markets, Inc.**  
**85 Willow Road**  
**Menlo Park, California 94025**  
**(844) 428-5411**

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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

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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.

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## REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (this “**Registration Statement**”) is being filed for the purpose of increasing the number of securities of the same class as other securities for which a registration statement of Robinhood Markets, Inc. (the “**Registrant**”) on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its Class A common stock, par value \$0.0001 per share, for issuance under its 2021 Omnibus Incentive Plan and its 2021 Employee Share Purchase Plan under Registration Statement on Form S-8, filed with the Securities and Exchange Commission on July 29, 2021 (File No. 333-258250) (the “**Previous Registration Statement**”). Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference herein the contents of the Previous Registration Statement, and hereby deems the contents of the Previous Registration Statement to be a part of this Registration Statement, in each case except as supplemented, amended or superseded by the information set forth below herein.

### PART II

#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

##### Item 6. Indemnification of Directors and Officers.

The Registrant has entered into indemnification agreements with each of its current directors and executive officers. These agreements require the Registrant to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. In addition, the indemnification agreements that the Registrant has entered into with Scott Sandell, who is a director of the Registrant and Managing General Partner at New Enterprise Associates, also provide that, among other things, New Enterprise Associates and their respective affiliates will also be entitled to indemnification by the Registrant to the same extent as Mr. Sandell with respect to any claims that are based on Mr. Sandell’s service to us. The Registrant also intends to enter into indemnification agreements with its future directors and executive officers.

Section 145 of the Delaware General Corporation Law (the “**DGCL**”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the corporation. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant’s Amended and Restated Bylaws provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director 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, subject to certain limitations. The Registrant’s Amended and Restated Certificate of Incorporation provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to the Registrant’s directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments it may make to its officers and directors pursuant to the above indemnification provisions or otherwise as a matter of law.

##### Item 8. Exhibits.

#### EXHIBIT INDEX

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 5.1            | <a href="#">Opinion of Cravath, Swaine &amp; Moore LLP</a>  |
| 23.1           | <a href="#">Consent of Ernst &amp; Young LLP</a>  |
| 23.2           | <a href="#">Consent of Cravath, Swaine &amp; Moore LLP (contained in its opinion filed as Exhibit 5.1 hereto)</a> |
| 24.1           | <a href="#">Powers of attorney (included on the signature page hereto)</a>  |
| 107            | <a href="#">Filing Fee Table</a>  |

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Menlo Park, State of California, on the 24th day of February, 2022.

### ROBINHOOD MARKETS, INC.

By: /s/ Vladimir Tenev

Vladimir Tenev  
Co-Founder, Chief Executive Officer, and President

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel Gallagher, Vladimir Tenev and Jason Warnick, and each one of them, as their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, 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 they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| <u>/s/ Vladimir Tenev</u><br>Vladimir Tenev           | Co-Founder, Chief Executive Officer, President, and Director<br>(Principal Executive Officer) | February 24, 2022 |
| <u>/s/ Jason Warnick</u><br>Jason Warnick             | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer)     | February 24, 2022 |
| <u>/s/ Baiju Bhatt</u><br>Baiju Bhatt                 | Co-Founder, Chief Creative Officer, and Director  | February 24, 2022 |
| <u>/s/ Frances Frei</u><br>Frances Frei               | Director  | February 24, 2022 |
| <u>/s/ Paula Loop</u><br>Paula Loop                   | Director  | February 24, 2022 |
| <u>/s/ Jonathan Rubinstein</u><br>Jonathan Rubinstein | Director  | February 24, 2022 |
| <u>/s/ Scott Sandell</u><br>Scott Sandell             | Director  | February 24, 2022 |
| <u>/s/ Dara Treseder</u><br>Dara Treseder             | Director  | February 24, 2022 |
| <u>/s/ Robert Zoellick</u><br>Robert Zoellick         | Director  | February 24, 2022 |

## CRAVATH, SWAINE &amp; MOORE LLP

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ERIK R. TAVZEL  
CRAIG F. ARCELLA  
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ANDREI HARASYMIAK  
JESSE M. WEISS  
MICHAEL J. ZAKEN

February 24, 2022

Robinhood Markets, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Robinhood Markets, Inc., a Delaware corporation (the “Company”), in connection with the registration statement on Form S-8 (the “Registration Statement”), filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the 62,669,999 shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Shares”), issuable pursuant to the Company’s (a) 2021 Omnibus Incentive Plan (the “2021 Plan”) and (b) 2021 Employee Share Purchase Plan (together with the 2021 Plan, the “Plans”).

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including, without limitation: (a) the Amended and Restated Certificate of Incorporation of the Company, as amended; (b) the Amended and Restated By-laws of the Company, as amended; (c) certain resolutions adopted by the Board of Directors of the Company and (d) the Plans.

In rendering our opinion, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as duplicates or copies. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing and in reliance thereon, and subject to compliance with applicable state securities laws, we are of the opinion that the Shares when, and if, issued pursuant to the terms of the Plans will be validly issued, fully paid and non-assessable.

We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the General Corporation Law of the State of Delaware and the Federal laws of the United States of America.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

Robinhood Markets, Inc.  
85 Willow Road  
Menlo Park, California 94025

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Omnibus Incentive Plan and 2021 Employee Share Purchase Plan of Robinhood Markets, Inc. of our report dated February 24, 2022, with respect to the consolidated financial statements of Robinhood Markets, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
February 24, 2022

## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)**Robinhood Markets, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type                 | Security Class Title  | Fee Calculation Rule | Amount Registered (1) | Proposed Maximum Offering Price Per Share | Maximum Aggregate Offering Price | Fee Rate  | Amount of Registration Fee |
|-------------------------------|---|----------------------|-----------------------|---|----------------------------------|-----------|----------------------------|
| Equity                        | Class A common stock, par value \$0.0001 per share, reserved for issuance pursuant to the 2021 Omnibus Incentive Plan       | Other (2)            | 54,031,031 (4)        | \$12.04                                   | \$650,533,613.24                 | 0.0000927 | \$60,304.47                |
| Equity                        | Class A common stock, par value \$0.0001 per share, reserved for issuance pursuant to the 2021 Employee Share Purchase Plan | Other (3)            | 8,638,968 (5)         | \$10.24                                   | \$88,463,032.32                  | 0.0000927 | \$8,200.52                 |
| <b>Total Offering Amounts</b> |   |                      |                       |   | \$738,996,645.56                 |           | \$68,504.99                |
| <b>Total Fee Offsets</b>      |   |                      |                       |   |                                  |           | —                          |
| <b>Net Fee Due</b>            |   |                      |                       |   |                                  |           | \$68,504.99                |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “**Securities Act**”), this registration statement on Form S-8 (this “**Registration Statement**”) covers any additional shares of Class A common stock, par value \$0.0001 per share (“**Class A common stock**”), of Robinhood Markets, Inc. (the “**Registrant**”) that become issuable under the Registrant’s 2021 Omnibus Incentive Plan (the “**2021 Plan**”) and the Registrant’s 2021 Employee Share Purchase Plan (the “**2021 ESPP**”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Class A common stock.
- (2) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$12.04 per share, which is the average of the high (\$12.44) and low (\$11.64) prices of Class A common stock, as reported on the NASDAQ, on February 18, 2022 (which is within five business days prior to the date of filing of this Registration Statement).
- (3) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$12.04 per share, which as noted above is the average of the high and low prices of Class A common stock, as reported on the NASDAQ, on February 18, 2022 (which is within five business days prior to the date of filing of this Registration Statement). Pursuant to the 2021 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 first date of an offering or the date of purchase.
- (4) Represents 43,194,841 shares of Class A common stock reserved for issuance under the 2021 Plan as a result of the automatic annual share reserve increase provided for in the 2021 Plan and 10,836,190 shares of Class A common stock reserved for issuance under the 2021 Plan as a result of withholding by the Registrant of shares of Class A common stock to satisfy tax withholding obligations relating to awards that vested under the Registrant’s 2020 Equity Incentive Plan and 2013 Amended and Restated Stock Incentive Plan in connection with the Registrant’s initial public offering.
- (5) Represents shares of Class A common stock reserved for issuance pursuant to the 2021 ESPP as a result of the automatic annual share reserve increase provided for in the 2021 ESPP.