

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

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

Definitive Healthcare Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3988281
(I.R.S. Employer
Identification No.)

**492 Old Connecticut Path, Suite 401
Framingham, MA**
(Address of Principal Executive Offices)

01701
(Zip Code)

Definitive Healthcare Corp. 2021 Equity Incentive Plan
(Full Title of Plans)

**Matthew W. Ruderman
Acting Chief Legal Officer
492 Old Connecticut Path, Suite 401
Framingham, MA 01701
(508) 720-4224**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**Jason Kent
Jean Park
Shari Ness
Cooley LLP
55 Hudson Yards
New York, NY 10001
(212) 479-6000**

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 Accelerated filer
Non-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

The Definitive Healthcare Corp. 2021 Equity Incentive Plan (the “**2021 Plan**”) provides that the total number of shares reserved for issuance under the 2021 Plan will automatically increase on the first day of each fiscal year of the Company during the term of the Plan, commencing on January 1, 2023 and ending on (and including) January 1, 2032 by a number equal to the least of (i) 5% of the total number of shares of Definitive Healthcare Corp. (the “**Registrant**”) Class A Common Stock (“**Common Stock**”) actually issued and outstanding on the last day of the preceding fiscal year, (ii) a number of shares of Common Stock determined by the Registrant’s board of directors, and (iii) 8,989,039 shares of Common Stock. Accordingly, on January 1, 2023, the number of shares of the Registrant’s Common Stock that may be issued under the 2021 Plan increased by an additional 5,256,914 shares (or, 5% of the outstanding shares of the Registrant’s Common Stock as of December 31, 2022). This Registration Statement on Form S-8 is being filed for the purpose of registering these additional shares reserved for issuance under the 2021 Plan. These additional shares of Common Stock are securities of the same class as other securities for which a Registration Statement on Form S-8 (File No. 333-259535) (the “**Prior Form S-8**”) was filed with the Securities and Exchange Commission (the “**SEC**”) on September 15, 2021.

Pursuant to General Instruction E of Form S-8, the contents of the [Prior Form S-8](#), to the extent relating to the registration of the Registrant’s Common Stock issuable under the 2021 Plan, are incorporated herein by reference and made part of this Registration Statement, except as modified hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents we filed with the SEC are incorporated by reference into this Registration Statement:

(a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the SEC on February 27, 2023.

(b) The description of the Registrant’s Class A common stock contained in [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 15, 2022, including any amendment or report filed for the purpose of updating such description.

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 that 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.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of Definitive Healthcare Corp. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-40815) filed with the SEC on November 8, 2021).</u>
4.2	<u>Amended and Restated Bylaws of Definitive Healthcare Corp. (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-40815) filed with the SEC on November 8, 2021).</u>
4.3	<u>The Definitive Healthcare Corp. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.12 of the Registrant's Annual Report on Form 10-K (File No. 001-40815) filed with the SEC on March 15, 2022).</u>
5.1*	<u>Legal Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, as to Definitive Healthcare Corp.</u>
23.2*	<u>Consent of Cooley LLP (included in Exhibit No. 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page to this Registration Statement).</u>
107.1*	<u>Filing Fee Table</u>

* Filed herewith

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 Framingham, State of Massachusetts, on February 27, 2023.

DEFINITIVE HEALTHCARE CORP.

By: /s/ RICHARD BOOTH

Name: Richard Booth

Title: Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Robert Musslewhite or Richard Booth, or any of them, each acting alone, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 (including all pre-effective and post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933), 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, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or his 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ROBERT MUSSLEWHITE</u> Robert Musslewhite	Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2023
<u>/s/ JASON KRANTZ</u> Jason Krantz	Executive Chairman and Director	February 27, 2023
<u>/s/ RICHARD BOOTH</u> Richard Booth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 27, 2023
<u>/s/ SASTRY CHILUKURI</u> Sastry Chilukuri	Director	February 27, 2023
<u>/s/ CHRIS EGAN</u> Chris Egan	Director	February 27, 2023
<u>/s/ SAMUEL ALLEN HAMOOD</u> Samuel Allen Hamood	Director	February 27, 2023
<u>/s/ JEFF HAYWOOD</u> Jeff Haywood	Director	February 27, 2023
<u>/s/ JILL LARSEN</u> Jill Larsen	Director	February 27, 2023
<u>/s/ CHRIS MITCHELL</u> Chris Mitchell	Director	February 27, 2023
<u>/s/ KATHLEEN A. WINTERS</u> Kathleen A. Winters	Director	February 27, 2023
<u>/s/ LAUREN YOUNG</u> Lauren Young	Director	February 27, 2023



Jason Kent
T: +1 212 479 6044
jkent@cooley.com

February 27, 2023

Definitive Healthcare Corp.
550 Cochituate Road
Framingham, Massachusetts 01701

Ladies and Gentlemen:

We have acted as counsel to Definitive Healthcare Corp., 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 (the "**Commission**"), covering the offering of up to 5,256,914 shares (the "**Shares**") of the Company's Class A Common Stock, \$0.001 par value per share ("**Common Stock**") reserved for issuance pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the 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).

Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated and is based on those laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein.

We consent to the filing of 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Cooley LLP 55 Hudson Yards New York, NY 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com



Sincerely,

COOLEY LLP

By: /s/ JASON KENT

Jason Kent, Partner

Cooley LLP 55 Hudson Yards New York, NY 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 our reports dated February 27, 2023 relating to the financial statements of Definitive Healthcare Corp. and the effectiveness of Definitive Healthcare Corp.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Definitive Healthcare Corp. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Boston, MA

February 27, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Definitive Healthcare Corp.
(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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.001 par value per share	457(c) and 457(h)	5,256,914 (2)	\$11.71 (3)	\$61,558,462.94	0.00011020	\$6,783.75
Total Offering Amounts							\$6,783.75
Total Fee Offsets(4)							—
Net Fee Due							\$6,783.75

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Class A Common Stock of Definitive Healthcare Corp. (the “**Registrant**”) that become issuable under the Definitive Healthcare Corp. 2021 Equity Incentive Plan (the “**2021 Plan**”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock, as applicable.
- (2) Represents 5,256,914 additional shares of the Registrant’s Class A Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2023 under the 2021 Plan.
- (3) Estimated in accordance with Rule 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$11.71, the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Stock Market on February 22, 2023.
- (4) The Registrant does not have any fee offsets.