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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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**Definitive Healthcare Corp.**

(Exact name of registrant as specified in its charter)

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**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  
Definitive Healthcare Corp. 2023 Inducement Plan**  
(Full Title of Plans)

**Matthew W. Ruderman  
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)

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*Copies to:*  
**Jean Park  
Julia Boesch  
Cooley LLP  
55 Hudson Yards  
New York, NY 10001  
(212) 479-6000**

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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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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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## EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of Definitive Healthcare Corp. (the “Registrant”) on Form S-8 relating to the same employee benefit plan are effective. Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) 5,697,677 additional shares of its Class A Common Stock, par value \$0.001 per share (“Common Stock”), that were automatically added to the shares authorized for issuance under the Registrant’s 2021 Equity Incentive Plan (“2021 Plan”) and (ii) 2,117,650 additional shares of its Common Stock that were added to the shares authorized for issuance under the Registrant’s 2023 Inducement Plan (“2023 Inducement Plan”) as inducement grants under Nasdaq Listing Rule 5635(c)(4) pursuant to an amendment and restatement of the 2023 Inducement Plan approved by the Human Capital Management and Compensation Committee of the Board of Directors of the Registrant.

The Registrant previously registered shares of its Common Stock for issuance under the (i) 2021 Plan under Registration Statements on Form S-8 filed with the Commission on [September 14, 2021](#) (File No. 333-259535), [February 27, 2023](#) (File No. 333-270059) and [February 29, 2024](#) (File No. 333-277492) (collectively, the “Prior 2021 Plan Registration Statements”) and (ii) 2023 Inducement Plan under Registration Statements on Form S-8 filed with the Commission on [September 6, 2023](#) (File No. 333-274370) and [June 12, 2024](#) (File No. 333-280140) (together with the “Prior 2021 Plan Registration Statements,” the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Registrant, pursuant to the Securities Act, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on February 27, 2025, which includes audited financial statements for the Registrant’s latest fiscal year.
- (b) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [January 16, 2025](#) and on [February 27, 2025](#) (solely with regard to Item 5.02 and the exhibit that relates to such item).
- (c) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on September 15, 2021 (File No. 001-40815) under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on March 15, 2022, including any amendment or report filed for the purpose of updating such description.
- (d) 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.

**Item 8. Exhibits.**

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><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></a>
4.2	<a href="#"><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></a>
5.1*	<a href="#"><u>Legal Opinion of Cooley LLP.</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm</u></a>
23.2*	<a href="#"><u>Consent of Cooley LLP (included in Exhibit No. 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page to this Registration Statement).</u></a>
99.1	<a href="#"><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></a>
99.2	<a href="#"><u>The Amended and Restated Definitive Healthcare Corp. 2023 Inducement Plan (incorporated by reference to Exhibit 10.29 of the Registrant's Annual Report on Form 10-K (File No. 001-40815) filed with the SEC on February 27, 2025).</u></a>
107*	<a href="#"><u>Filing Fee Table.</u></a>

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\* 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, Commonwealth of Massachusetts, on February 27, 2025.

### 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 Kevin Coop and 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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin Coop</u> <b>Kevin Coop</b>	Chief Executive Officer (Principal Executive Officer) and Director	February 27, 2025
<u>/s/ Richard Booth</u> <b>Richard Booth</b>	Chief Financial Officer (Principal Financial Officer and Accounting Officer)	February 27, 2025
<u>/s/ Jason Krantz</u> <b>Jason Krantz</b>	Executive Chairman	February 27, 2025
<u>/s/ Sastry Chilukuri</u> <b>Sastry Chilukuri</b>	Director	February 27, 2025
<u>/s/ Chris Egan</u> <b>Chris Egan</b>	Director	February 27, 2025
<u>/s/ Samuel A. Hamood</u> <b>Samuel A. Hamood</b>	Director	February 27, 2025
<u>/s/ Jeff Haywood</u> <b>Jeff Haywood</b>	Director	February 27, 2025
<u>/s/ Jill Larsen</u> <b>Jill Larsen</b>	Director	February 27, 2025
<u>/s/ Scott Stephenson</u> <b>Scott Stephenson</b>	Director	February 27, 2025
<u>/s/ Kathleen A. Winters</u> <b>Kathleen A. Winters</b>	Director	February 27, 2025
<u>/s/ Lauren Young</u> <b>Lauren Young</b>	Director	February 27, 2025



Julia Boesch  
+1 415 693 2326  
jboesch@cooley.com

February 27, 2025

Definitive Healthcare Corp.  
492 Old Connecticut Path, Suite 401  
Framingham, MA 01701

Ladies and Gentlemen:

We have acted as counsel to Definitive Healthcare Corp., a Delaware corporation (the "**Company**"), 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 (the "**Commission**"), covering the offering of up to 7,815,327 shares (the "**Shares**") of the Company's Class A Common Stock, \$0.001 par value per share (the "**Class A Common Stock**"), consisting of (a) 5,697,677 shares of Class A Common Stock, issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**") and (b) 2,117,650 shares of Class A Common Stock, issuable pursuant to the Company's 2023 Inducement Plan (together with the 2021 Plan, the "**Plans**").

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 Plans and (d) such other records, documents, opinions, certificates, memoranda and 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 Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or



February 27, 2025

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supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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

Sincerely,

COOLEY LLP

By: /s/ Julia Boesch  
Julia Boesch

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2025 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, 2024.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

February 27, 2025

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**Calculation of Filing Fee Table**

**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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.001 per share	Other	5,697,677 <sup>(3)</sup>	\$4.94	\$28,146,524.38	0.00015310	\$4,309.23
Equity	Class A common stock, par value \$0.001 per share	Other	2,117,650 <sup>(4)</sup>	\$4.94	\$10,461,191.00	0.00015310	\$1,601.61
Total Offering Amounts						\$38,607,715.38	\$5,910.84
Total Fee Offsets							—
Net Fee Due							\$5,910.84

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock, par value \$0.001 per share (“Common Stock”), which become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) and 2023 Inducement Plan (the “2023 Inducement Plan”) by reason of any stock split, stock dividend, recapitalization, or other similar transaction.
- (2) Estimated in accordance with Rule 457(h) and Rule 457(c) of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant’s Common Stock on February 21, 2025, as reported on the Nasdaq Global Select Market.
- (3) Represents the number of additional shares of Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2025, under the 2021 Plan.
- (4) Represents the number of additional shares of Common Stock that were reserved for issuance under the 2023 Inducement Plan.

