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

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

ZoomInfo Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-3037521
(I.R.S. Employer
Identification No.)

**805 Broadway Street, Suite 900
Vancouver, Washington 98660**
(Address of Principal Executive Offices) (Zip Code)

ZoomInfo Technologies Inc. 2020 Omnibus Incentive Plan
(Full title of the Plan)

**Anthony Stark
General Counsel
ZoomInfo Technologies Inc.
805 Broadway Street, Suite 900
Vancouver, Washington 98660
Telephone: (800) 914-1220**
(Name and address and telephone number, including area code, of agent for service)

With copies to:
**Jay H. Knight
Taylor K. Wirth
Barnes & Thornburg LLP
827 19th Avenue South, Suite 930
Nashville, TN 37203-3447
(615) 621-6100**

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

This Registration Statement on Form S-8 is being filed to register an additional 5,552,849 shares of common stock, par value \$0.01 (the “common stock”), under the 2020 Omnibus Incentive Plan, as amended (the “Plan”) of ZoomInfo Technologies Inc. (the “Registrant”) as a result of a provision in the Plan providing that the total number of shares of common stock reserved for issuance under the Plan will automatically increase on the first day of each fiscal year, beginning in 2021, in an amount equal to the positive difference between (x) 5% of the outstanding shares of the Registrant’s common stock on the last day of the immediately preceding fiscal year, and (y) the Plan Share Reserve (as defined in the Plan), or by any lesser number as determined by the board of directors (the “Board”) of the Registrant.

The Registrant previously registered shares of common stock under the Plan under (i) a Registration Statement on Form S-8 (File No. 333-238917), filed with the Securities and Exchange Commission (the “Commission”) on June 3, 2020 and amended on November 1, 2021; and (ii) a Registration Statement on Form S-8 (File No. 333-269832), filed with the Commission on February 16, 2023 (together, the “Prior Plan Registration Statements”). The contents of the Prior Plan Registration Statements, including periodic reports filed after the Prior Plan Registration Statements to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company are hereby incorporated herein by reference:

- (a) the Company’s [Annual Report on Form 10-K](#) for the year ended December 31, 2023 filed with the Commission on February 15, 2024 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) all other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission) since the end of the fiscal year covered by the Annual Report referred to in (1) above; and
- (c) the description of the Registrant's common stock under Section 12 of the Exchange Act contained in the Registrant's Registration Statement on Form 8-A/A (File No. [001-39310](#)) filed with the Commission on May 23, 2022, which updates the description of the Registrant's common stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on June 4, 2020, including all other amendments and reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 which 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.

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description of Document
4.1	<u>Second Amended and Restated Certificate of Incorporation of ZoomInfo Technologies Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39310) filed with the Securities and Exchange Commission on May 19, 2022).</u>
4.2	<u>Amended and Restated Bylaws of ZoomInfo Technologies Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-39310) filed with the Securities and Exchange Commission on October 30, 2023).</u>
4.3	<u>ZoomInfo Technologies Inc. 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 8, 2020).</u>
5.1*	<u>Opinion of Barnes & Thornburg LLP.</u>
23.1*	<u>Consent of KPMG LLP</u>
23.2*	Consent of Barnes & Thornburg LLP (included as part of Exhibit 5.1).
24.1*	<u>Powers of Attorney (included in the signature pages to this Amendment).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Vancouver, State of Washington, on the 15th day of February, 2024.

ZOOMINFO TECHNOLOGIES INC.

By: /s/ Henry Schuck
Name: Henry Schuck
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Henry Schuck, Cameron Hyzer, Anthony Stark, and Ashley McGrane, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the 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 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 all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement and powers of attorney have been signed by the following persons in the capacities indicated on the 15th day of February, 2024.

Signature	Title
/s/ Henry Schuck Henry Schuck	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
/s/ Todd Crockett Todd Crockett	Director
/s/ Mitesh Dhruv Mitesh Dhruv	Director
/s/ Keith Enright Keith Enright	Director
/s/ Ashley Evans Ashley Evans	Director
/s/ Alison Gleeson Alison Gleeson	Director
/s/ Mark Mader Mark Mader	Director
/s/ Patrick McCarter Patrick McCarter	Director
/s/ D. Randall Winn D. Randall Winn	Director
/s/ P. Cameron Hyzer P. Cameron Hyzer	Chief Financial Officer (principal financial officer)
/s/ Sriprasadh Cadambi Sriprasadh Cadambi	Chief Accounting Officer (principal accounting officer)

Calculation of Filing Fee Tables

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share, reserved for issuance under the 2020 Omnibus Incentive Plan	Other ⁽³⁾	5,552,849 ⁽²⁾	\$15.42	\$85,624,931.58	0.0001476	\$12,638.24
Total Offering Amounts		—	—	—	\$85,624,931.58	—	\$12,638.24
Total Fee Offsets		—	—	—	—	—	—
Net Fee Due		—	—	—	—	—	\$12,638.24

- (1) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2020 Omnibus Incentive Plan (the "the Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Reflects an automatic increase to the number of shares of the Registrant's common stock reserved for issuance pursuant to future awards under the Plan, with respect to the fiscal year ended December 31, 2023, which annual increase is provided for in the Plan.
- (3) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the high and low sales prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 9, 2024.

February 15, 2024

ZoomInfo Technologies Inc.
805 Broadway Street, Suite 900
Vancouver, Washington 98660

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to ZoomInfo Technologies Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing of a Registration Statement on Form S-8 (the “*Registration Statement*”) relating to an additional 5,552,849 shares (the “*Shares*”) of the Company’s common stock, par value \$0.01 per share (the “*Common Stock*”) that may be issued pursuant to the Company’s 2020 Omnibus Incentive Plan (the “*Plan*”).

In connection with this opinion, we have examined and relied upon such records, documents, certificates, and other instruments as we have deemed necessary or appropriate in order to express the opinions hereinafter set forth. We have also assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents, the legal competence of all signatories to such documents, and, except to the extent we express an opinion as to due authorization in the next paragraph of this letter, the due authorization, execution and delivery of all documents by the parties thereto. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

The opinions expressed above are limited to the General Corporation Law of the State of Delaware (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the General Corporation Law of the State of Delaware and the Delaware Constitution).

We hereby consent to the filing of this opinion with the Securities and Exchange Commission (the “*Commission*”) as Exhibit 5.1 to the Registration Statement. In giving this 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.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

This opinion is furnished to you in connection with the filing of the Registration Statement. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

Very truly yours,

/s/ Barnes & Thornburg LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 15, 2024, with respect to the consolidated financial statements of ZoomInfo Technologies Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Portland, Oregon
February 15, 2024