

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

**FORM S-1
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)

7372
(Primary Standard Industrial
Classification Code Number)

84-3721253
(I.R.S. Employer
Identification No.)

**805 Broadway Street, Suite 900
Vancouver, Washington 98660
Telephone: (800) 914-1220**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

Copies to:

**Richard A. Fenyes
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000**

**Marc D. Jaffe
Jason M. Licht
Stelios G. Saffos
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-248079

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾⁽³⁾	Amount of Registration Fee
Class A common stock, par value \$0.01 per share	3,379,135	\$37.00	\$125,028,000	\$16,229

(1) This amount is in addition to the 13,800,000 shares of Class A common stock registered under the registration statement originally declared effective on August 19, 2020 (File No. 333-248079) and includes shares of Class A common stock that may be purchased by the underwriters upon exercise of their option to purchase additional shares of Class A common stock. See "Underwriting."

(2) Based on the public offering price per share.

(3) In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-248079), as amended, is hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by ZoomInfo Technologies Inc. (the "Registrant"). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant's Registration Statement on Form S-1 (File No. 333-248079), as amended, which was declared effective by the Commission on August 19, 2020.

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 filed by the Registrant on August 17, 2020 (File No. 333-248079) and incorporated herein by reference)</u>
23.1	<u>Consent of KPMG LLP</u>
23.2	<u>Consent of KPMG LLP</u>
23.3	<u>Consent of RSM US LLP</u>
24.1	<u>Power of Attorney (contained on the signature page to the Registration Statement on Form S-1 filed by the Registrant on August 17, 2020 (File No. 333-248079) and incorporated herein by reference)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 19th day of August, 2020.

ZoomInfo Technologies Inc.

By: /s/ Henry Schuck

Henry Schuck

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on the 19th day of August, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Henry Schuck</u> Henry Schuck *	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
<u>Todd Crockett</u> *	Director
<u>Mitesh Dhruv</u> *	Director
<u>Keith Enright</u> *	Director
<u>Ashley Evans</u> *	Director
<u>Mark Mader</u> *	Director
<u>Patrick McCarter</u> *	Director
<u>Jason Mironov</u> *	Director
<u>D. Randall Winn</u> /s/ Cameron Hyzer Cameron Hyzer	Director Chief Financial Officer (principal financial officer)
<u>/s/ David Reid</u> David Reid	Vice President of Accounting and Controller (principal accounting officer)

*By: /s/ Henry Schuck

Name: Henry Schuck

Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

The Board of Directors
ZoomInfo Technologies Inc.:

We consent to the use of our report included incorporated by reference herein.

/s/ KPMG LLP
Portland, Oregon
August 19, 2020

Consent of Independent Registered Public Accounting Firm

The Board of Directors
DiscoverOrg Holdings, LLC:

We consent to the use of our report dated February 26, 2020, except for the effects of the reverse unit split described in Note 18, which is as of May 26, 2020 with respect to the consolidated financial statements incorporated by reference herein.

Our report contains an explanatory paragraph that refers to a change in the method of accounting for leases due to the adoption of Accounting Standards Codification Topic 842, *Leases*.

/s/ KPMG LLP
Portland, Oregon
August 19, 2020

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-1 of ZoomInfo Technologies Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated November 22, 2019, relating to the consolidated financial statements of Zoom Information, Inc. appearing in this Prospectus, which is a part of the Registration Statement (No. 333-248079) on Form S-1 of ZoomInfo Technologies Inc. declared effective on August 19, 2020.

/s/ RSM US LLP

Boston, MA
August 19, 2020