

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

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

Altair Engineering Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

38-2591828
(I.R.S. Employer
Identification No.)

Altair Engineering Inc.
1820 E. Big Beaver Road
Troy, Michigan 48083
(Address of Principal Executive Offices) (Zip Code)

Altair Engineering Inc. 2017 Equity Incentive Plan
(Full title of the plan)

James R. Scapa
Chief Executive Officer
Altair Engineering Inc.
1820 E. Big Beaver Road
Troy, Michigan 48083
(Name and address of agent for service)

(248) 614-2400
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Peter Ehrenberg
Valeska Pederson Hintz
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, NY 10020
(212) 262-6700

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 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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)

Class A common stock, \$0.0001 par value per share(3)	2,115,583	\$34.698	73,406,498.93	8,896.87
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- (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 that become issuable under the Registrant's 2017 Equity Incentive Plan (the "Plan") in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the outstanding shares of the Registrant's Class A common stock.
 - (2) Pursuant to Rules 457(c) and (h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price of the Registrant's Class A common stock as reported on the NASDAQ Global Select Market on February 27, 2019.
 - (3) Represents an automatic annual increase on January 1, 2019 to the number of shares of the Registrant's Class A common stock reserved for issuance under the Plan, which annual increase is provided for in the Plan.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Altair Engineering Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) under the Registrant’s 2017 Equity Incentive Plan (the “Plan”). The number of shares of Class A Common Stock available for grant and issuance under the Plan is subject to an automatic annual increase on January 1 of each year beginning in 2018 by an amount equal to the lesser of (i) 3% of the number of shares of all classes of the Registrant’s common stock outstanding on December 31 of the preceding calendar year or (ii) a lesser number of shares of Class A Common Stock determined by the Board of Directors of the Company (the “Evergreen Provision”). On January 1, 2019, the number of shares of Class A Common Stock available for grant and issuance under the Plan increased by 2,115,583 shares. This Registration Statement registers such additional shares of Class A Common Stock, which were available for grant and issuance under the Plan pursuant to the Evergreen Provision as of January 1, 2019.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the “Commission”) on November 3, 2017 (Registration No. 333-221312) and on March 21, 2018 (Registration No. 333-223833), including any amendments thereto or filings incorporated therein, are incorporated herein by this reference to the extent not replaced hereby.

PART I

Information Required in the Section 10(a) Prospectus

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the Plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on March 1, 2019;
- (b) the Registrant’s Current Report on Form 8-K/A, filed with the SEC on February 22, 2019; and
- (c) The description of the Registrant’s Class A Common Stock contained in its Registration Statement on Form 8-A (Registration No. 001-38263) filed with the SEC on October 27, 2017 pursuant to Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules 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 in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

Item 8. Exhibits.

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	Certificate of Incorporation, as amended and as currently in effect	S-1/A	333- 220710	3.1	10/6/2017	
4.2	Third Amended and Restated Bylaws, as currently in effect.	S-1/A	333- 220710	3.2	10/6/2017	
4.3	Specimen Stock Certificate of the Registrant	S-1/A	333- 220710	4.1	10/19/2017	
5.1	Opinion of Lowenstein Sandler LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of RSM US LLP					X
23.3	Consent of Lowenstein Sandler LLP (filed as part of Exhibit 5.1)					X
24.1	Power of Attorney (contained on the signature page of this registration statement on Form S-8).					X
99.1	Altair Engineering Inc. 2017 Equity Incentive Plan and forms of equity agreements thereunder	S-1/A	333-220710	10.12	10/19/2017	

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 Troy, State of Michigan, on this 1st day of March, 2019.

ALTAIR ENGINEERING INC.

By: /s/ James R. Scapa
James R. Scapa Chairman and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James R. Scapa and Howard N. Morof, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement, including any and all pre-effective and post-effective amendments and to file such amendments thereto, with 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 for 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 his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ James R. Scapa</u> James R. Scapa	Chairman, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 1, 2019
<u>/s/ Howard N. Morof</u> Howard N. Morof	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 1, 2019
<u>/s/ Mary C. Boyce</u> Mary C. Boyce	Director	March 1, 2019
<u>/s/ Brett Chouinard</u> Brett Chouinard	Director	March 1, 2019
<u>/s/ Steve Earhart</u> Steve Earhart	Director	March 1, 2019
<u>/s/ Trace Harris</u> Trace Harris	Director	March 1, 2019
<u>/s/ Richard Hart</u> Richard Hart	Director	March 1, 2019
<u>/s/ Jan Kowal</u> Jan Kowal	Director	March 1, 2019

March 1, 2019

Altair Engineering Inc.
1820 E. Big Beaver Road
Troy, Michigan 48083

Re: Form S-8 Registration Statement of Altair Engineering Inc.

We have acted as counsel for Altair Engineering Inc., a Delaware corporation (the “Company”), in connection with the Company’s Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to the registration of 2,115,583 shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), issuable pursuant to awards under the Altair Engineering Inc. 2017 Equity Incentive Plan, (the “Plan”).

In connection with rendering this opinion, we have examined: (i) the Plan; (ii) the Certificate of Incorporation of the Company (the “Certificate”); (iii) the Bylaws of the Company; and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity of original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions 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 subject to the qualifications stated herein, we are of the opinion that the Shares being registered pursuant to the Registration Statement, when issued and delivered upon the grant or exercise of awards in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of a copy of this opinion letter 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 Act.

Very truly yours,

/s/ Lowenstein Sandler LLP

Lowenstein Sandler LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2017 Equity Incentive Plan of Altair Engineering Inc. of our reports dated March 1, 2019, with respect to the consolidated financial statements and schedule of Altair Engineering Inc. and the effectiveness of internal control over financial reporting of Altair Engineering Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
March 1, 2019

Consent of RSM US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Altair Engineering Inc. of our report dated December 13, 2018, relating to the consolidated financial statements of Datawatch Corporation, appearing in the Current Report on Form 8-K/A filed by Altair Engineering Inc. on February 22, 2019.

/s/ RSM US LLP

Boston, Massachusetts
March 1, 2019