

**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, Esq.
Kate Basmagian, Esq.
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 | <input checked="" type="checkbox"/> | Accelerated filer | <input 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.

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, 2024, the number of shares of Class A Common Stock available for grant and issuance under the Plan increased by 2,461,590 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, 2024.

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), on March 21, 2018 (Registration No. 333-223833), on March 1, 2019 (Registration No. 333-230019), on March 2, 2020 (Registration No. 333-236814), on April 9, 2021 (Registration No. 333-255157), and on March 1, 2022 (Registration No. 333-263122) 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

Item 1. Plan Information

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”).

Item 2. Registrant Information and Employee Plan Annual Information

The Registrant will furnish without charge to each person to whom the prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents that are incorporated), and the other documents required to be delivered to eligible participants in the Plan pursuant to Rule 428(b) under the Securities Act. Those documents are incorporated by reference in the Section 10(a) prospectus. Requests should be directed to:

Altair Engineering Inc.
1820 East Big Beaver Road
Troy, Michigan 48083
Attention: Chief Legal Officer
Tel: 248-614-2400

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, 2023, filed with the Commission on February 22, 2024; and
- (b) 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 Commission on October 27, 2017 pursuant to Section 12(b) of the Exchange Act, as the description therein has been updated and superseded by the description of the Registrant’s Class A Common Stock contained in [Exhibit 4.1](#) to the Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022, as filed with the Commission on February 24, 2023, 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.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Certificate of Incorporation, as amended and as currently in effect	S-1/A	333- 220710	3.1	10/6/2017	
4.2	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 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	
107	Filing Fee Table					X

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 February 22, 2024.

ALTAIR ENGINEERING INC.

By: /s/ James R. Scapa

James R. Scapa
Chairman of the Board of Directors 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 Matthew Brown, 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 of the Board of Directors, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 22, 2024
<u>/s/ Matthew Brown</u> Matthew Brown	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 22, 2024
<u>/s/ Brian Gayle</u> Brian Gayle	Senior Vice President, Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 22, 2024
<u>/s/ Mary C. Boyce</u> Mary C. Boyce	Director	February 22, 2024
<u>/s/ Shekar Ayyar</u> Shekar Ayyar	Director	February 22, 2024
<u>/s/ Steve Earhart</u> Steve Earhart	Director	February 22, 2024
<u>/s/ Trace Harris</u> Trace Harris	Director	February 22, 2024
<u>/s/ Jim Anderson</u> Jim Anderson	Director	February 22, 2024
<u>/s/ Sandy Carter</u> Sandy Carter	Director	February 22, 2024

February 22, 2024

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 2,461,590 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; (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 Securities 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 February 22, 2024, with respect to the consolidated financial statements of Altair Engineering Inc. and subsidiaries, and the effectiveness of internal control over financial reporting of Altair Engineering Inc. and subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
February 22, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Altair Engineering Inc.
(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 ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽²⁾
Equity	Class A common stock, \$0.0001 par value per share ⁽³⁾	Other ⁽²⁾	2,461,590	\$88.39	\$217,579,940.10	0.00014760	\$32,114.80
Total Offering Amounts					\$217,579,940.10		\$32,114.80
Total Fee Offsets ⁽⁴⁾							—
Net Fee Due							\$32,114.80

- (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 may, from time to time, be offered or 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 Stock Market on February 20, 2024.
- (3) Represents an automatic annual increase on January 1, 2024 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.
- (4) The Registrant does not have any fee offsets.