

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
ADVANCE \ U 5.75 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SiTime Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

02-0713868

(I.R.S. Employer Identification No.)

**5451 Patrick Henry Drive
Santa Clara, California**

(Address of principal executive offices)

95054

(Zip Code)

**SiTime Corporation 2019 Stock Incentive Plan
SiTime Corporation 2022 Inducement Award Plan**

(Full title of the plan)

Rajesh Vashist

Chief Executive Officer

SiTime Corporation

5451 Patrick Henry Drive

Santa Clara, California 95054

(Name and address of agent for service)

(408) 328-4400

(Telephone number, including area code, of agent for service)

Copies to:

Vincent Pangrazio

EVP, Chief Legal Officer and Corporate Secretary

5451 Patrick Henry Drive

Santa Clara, California 95054

(408) 328-4400

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

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.

EXPLANATORY NOTE

This Registration Statement is being filed by SiTime Corporation (the “**Corporation**”) for the purpose of registering (i) 651,048 additional shares of the Corporation’s Common Stock (the “**Common Stock**”) under the Corporation’s 2019 Stock Incentive Plan (the “**Incentive Plan**”) pursuant to the provisions of the Incentive Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the Incentive Plan and (ii) 250,000 additional shares of the Common Stock under the Corporation’s 2022 Inducement Award Plan (the “**Inducement Plan**”), which were added to the Inducement Plan pursuant to an amendment and restatement approved by the Corporation’s compensation committee of the board of directors on February 21, 2023.

These additional shares of Common Stock are securities of the same class as other securities for which the Corporation’s Registration Statements on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on November 25, 2019 (File No. 333-235255), March 3, 2020 (File No. 333-236847), February 16, 2021 (File No. 333-253140), February 3, 2022 (File No. 333-262490), and February 25, 2022 (File No. 333-263039) (collectively, the “**Prior Forms S-8**”). This Registration Statement relates to securities of the same class as that to which the Prior Forms S-8 relate, and is submitted in accordance with General Instruction E to Form S-8. Pursuant to General Instruction E of Form S-8, the contents of the Prior Forms S-8, to the extent relating to the registration of Common Stock issuable under the Plan, are incorporated by reference into this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) Prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the “Note” to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Corporation with the Securities and Exchange Commission (the “SEC”), are incorporated by reference herein and shall be deemed to be a part hereof:

- the Corporation’s [Annual Report on Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on February 27, 2023; and
- the description of the Corporation’s common stock set forth in the Corporation’s registration statement on [Form 8-A](#) filed with the SEC on November 14, 2019, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) to the Corporation’s Form 10-K filed with the SEC on February 16, 2021.

* Any report (or portion thereof) “furnished” on Form 8-K shall not be incorporated herein by reference.

The Corporation also incorporates by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items unless such Form 8-K expressly provides to the contrary) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act. Information in such future filings updates and supplements the information provided in this prospectus supplement and the accompanying prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document the Corporation previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later filed document modify or replace such earlier statements.

You can request a copy of these filings, at no cost, by writing or telephoning the Corporation at the following address or telephone number:

SiTime Corporation
Attn: Corporate Secretary
5451 Patrick Henry Drive
Santa Clara, California 95054
(408) 328-4400

EXHIBITS

Exhibit No.	Description
4.1	<u>Restated Certificate of Incorporation of the Corporation as currently in effect (incorporated by reference to Exhibit 3.2 to the Corporation's Current Report on Form 8-K filed November 26, 2019 (File no. 001-39135)).</u>
4.2	<u>Amended and Restated Bylaws of the Corporation (incorporated by reference to Exhibit 3.2 to the Corporation's Current Report on Form 8-K filed June 29, 2021 (File no. 001-39135)).</u>
4.3	<u>Specimen common stock certificate of the Corporation (incorporated by reference to Exhibit 4.1 to the Corporation's Registration Statement on Form S-1 (Registration No. 333-234305), as declared effective by the Commission on November 20, 2019 (the "Form S-1")).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of BDO USA, LLP, independent registered public accounting firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (contained on the signature page hereto).</u>
99.1	<u>SiTime Corporation 2019 Stock Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise, Stock Option Grant Notice, Restricted Stock Unit Agreement, and Restricted Stock Agreement thereunder, as amended (incorporated by reference to Exhibit 10.2 to the Form S-1).</u>
99.2	<u>SiTime Corporation 2022 Amended and Restated Inducement Award Plan and Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.30 to the Corporation's Annual Report on Form 10-K filed February 27, 2023 (File no.001-39135)).</u>
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Santa Clara, State of California, on February 27, 2023.

SITIME CORPORATION

By /s/ Rajesh Vashist
Rajesh Vashist
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rajesh Vashist and Arthur D. Chadwick and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her 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 on Form S-8, and to file the same, 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rajesh Vashist</u> Rajesh Vashist	Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2023
<u>/s/ Arthur D. Chadwick</u> Arthur D. Chadwick	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2023
<u>/s/ Raman K. Chitkara</u> Raman K. Chitkara	Director	February 27, 2023
<u>/s/ Edward H. Frank</u> Edward H. Frank	Director	February 27, 2023
<u>s/ Christine A. Heckart</u> Christine A. Heckart	Director	February 27, 2023
<u>/s/ Torsten G. Kreindl</u> Torsten G. Kreindl	Director	February 27, 2023
<u>/s/ Katherine E. Schuelke</u> Katherine E. Schuelke	Director	February 27, 2023
<u>/s/ Akira Takata</u> Akira Takata	Director	February 27, 2023
<u>/s/ Tom D. Yiu</u> Tom D. Yiu	Director	February 27, 2023

February 27, 2023

SiTime Corporation
5451 Patrick Henry Drive
Santa Clara, California 95054

Ladies and Gentlemen:

We have acted as counsel to SiTime Corporation, a Delaware corporation (the "**Company**"), and you have requested our opinion 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 901,048 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 651,048 shares of Common Stock issuable pursuant to the Company's 2019 Stock Incentive Plan (the "**2019 Stock Plan**") and (ii) 250,000 shares of Common Stock issuable pursuant to the Company's 2022 Inducement Award Plan (together with the 2019 Stock Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the Company's certificate of incorporation, and bylaws, each as currently in effect, the Plans and such other documents, records, certificates, memoranda and other 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 of such documents. 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 certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

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/ Matthew B. Hemington

Matthew B. Hemington

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

SiTime Corporation
Santa Clara, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2023, relating to the consolidated financial statements and financial statement schedule, and the effectiveness of SiTime Corporation's internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ BDO USA, LLP

San Jose, California
February 27, 2023

Calculation of Filing Fee Table

Form S-8

(Form Type)

SiTime Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share, SiTime Corporation 2019 Stock Incentive Plan	Other(2)	651,048	\$114.14(2)	\$74,310,618.72	\$0.0001102	\$8,189.03
Equity	Common stock, \$0.0001 par value per share, SiTime Corporation 2022 Inducement Award Plan	Other(2)	250,000	\$114.14(2)	\$28,535,000.00	\$0.0001102	\$3,144.56
Total Offering Amounts					\$102,845,618.72		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$11,333.59

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also covers any additional securities of SiTime Corporation (the “**Corporation**”) that may be offered or become issuable under the SiTime Corporation 2019 Stock Incentive Plan and the SiTime Corporation 2022 Inducement Award Plan in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Corporation’s outstanding shares of Common Stock.

(2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee, based upon \$114.14, which is the average of the high and low selling prices of the Corporation’s Common Stock as reported on The Nasdaq Global Market on February 24, 2023.