
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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)

**5451 Patrick Henry Drive
Santa Clara, California**
(Address of principal executive offices)

02-0713868

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

95054

(Zip Code)

SiTime Corporation 2019 Stock Incentive 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
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 is being filed by SiTime Corporation (the “Registrant”) for the purpose of registering 624,742 additional shares of Registrant’s Common Stock under the Registrant’s 2019 Stock Incentive Plan (the “Plan”) pursuant to the provisions of the Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the Plan.

These additional shares of Common Stock are securities of the same class as other securities for which the Registrant’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), and February 16, 2021 (File No. 333-253140) (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 pursuant to General Instruction E of Form S-8.

PART II

Item 8. Exhibits.

EXHIBITS

Exhibit No.	Description
4.1	<u>Restated Certificate of Incorporation of the Registrant as currently in effect (incorporated by reference to Exhibit 3.1 to the Registrant’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 Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’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 Registrant (incorporated by reference to Exhibit 4.1 to the Registrant’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>
107	<u>Filing Fee Table</u>

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 3, 2022.

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 3, 2022
<u>/s/ Arthur D. Chadwick</u> Arthur D. Chadwick	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	February 3, 2022
<u>/s/ Raman K. Chitkara</u> Raman K. Chitkara	Director	February 3, 2022
<u>/s/ Edward H. Frank</u> Edward H. Frank	Director	February 3, 2022
<u>s/ Christine A. Heckart</u> Christine A. Heckart	Director	February 3, 2022
<u>/s/ Torsten G. Kreindl</u> Torsten G. Kreindl	Director	February 3, 2022
<u>/s/ Katherine E. Schuelke</u> Katherine E. Schuelke	Director	February 3, 2022
<u>/s/ Akira Takata</u> Akira Takata	Director	February 3, 2022
<u>/s/ Tom D. Yiu</u> Tom D. Yiu	Director	February 3, 2022

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)	624,742	\$199.11(2)	\$124,389,255.91	\$0.0000927	\$11,530.88
Total Offering Amounts					\$124,389,255.91		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$11,530.88

(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 that may be offered or become issuable under the SiTime Corporation 2019 Stock Incentive 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 Registrant’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 \$199.11, which is the average of the high and low selling prices of the Registrant’s Common Stock as reported on The Nasdaq Global Market on January 28, 2022.

February 3, 2022

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, covering the offering of up to 624,742 shares of the Company’s Common Stock, par value \$0.0001 per share (the “**Shares**”) pursuant to the Company’s 2019 Stock Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectus, the Company’s Amended and Restated Certificate of Incorporation, and Amended and Restated Bylaws, each as currently in effect, the Plan 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 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 Plan, the Registration Statement and the related prospectus, 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.

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 report dated February 16, 2021, relating to the consolidated financial statements and financial statement schedule of SiTime Corporation appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ BDO USA, LLP

San Jose, California
February 3, 2022