

**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:*

**Davina K. Kaile, Esq.**  
Pillsbury Winthrop Shaw Pittman LLP  
2550 Hanover Street  
Palo Alto, California 94304  
(650) 233-4500  
(650) 233-4545 facsimile

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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount To Be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.0001 par value per share	3,350,000	\$17.68 <sup>(2)</sup>	\$59,228,000	\$7,688

- (1) Pursuant to Rule 416 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(h) and 457(c) under the Securities Act, solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq Global Market on November 21, 2019.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

## PART I

### INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of this Registration Statement on Form S-8 (this "Registration Statement") is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act, and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants as required by Rule 428(b)(1) under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Prospectus dated November 20, 2019, filed with the Commission on November 21, 2019, pursuant to Rule [424\(b\)](#) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-234305), which contain audited consolidated financial statements for the Registrant's latest fiscal year for which such statements have been filed.
- (b) The description of the Registrant's Common Stock contained in Registrant's registration statement on [Form 8-A](#), filed on November 14, 2019 pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), 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. 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 6. Indemnification of directors and officers

The Registrant's amended and restated certificate of incorporation limits directors' liability to the fullest extent permitted under Delaware General Corporation Law (the "DGCL"). The DGCL provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any transaction from which the director derives an improper personal benefit;
- for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- for any unlawful payment of dividends or redemption of shares; or
- for any breach of a director's duty of loyalty to the corporation or its stockholders.

If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Registrant's directors shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Delaware law and the Registrant's amended and restated bylaws provide that the Registrant will, in certain situations, indemnify its directors and officers and may indemnify other employees and other agents, to the fullest extent permitted by law. Any indemnified person is also entitled, subject to certain limitations, to advancement, direct payment, or reimbursement of reasonable expenses (including attorneys' fees and disbursements) in advance of the final disposition of the proceeding.

In addition, the Registrant has entered, and intends to continue to enter, into separate indemnification agreements with its directors and officers. These agreements, among other things, require the Registrant to indemnify its directors and officers for certain expenses, including attorneys' fees, judgments, fines, and settlement amounts incurred by a director or officer in any action or proceeding arising out of their services as one of the Registrant's directors or officers or any other company or enterprise to which the person provides services at the Registrant's request.

The Registrant maintains a directors' and officers' insurance policy pursuant to which its directors and officers are insured against liability for actions taken in their capacities as directors and officers. The Registrant believes that these provisions in its amended and restated certificate of incorporation and amended and restated bylaws and these indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or control persons, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 8. Exhibits.**

**EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#"><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></a> .
5.1	<a href="#"><u>Opinion of Pillsbury Winthrop Shaw Pittman LLP</u></a> .
23.1	<a href="#"><u>Consent of BDO USA, LLP, independent registered public accounting firm</u></a> .
23.2	<a href="#"><u>Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)</u></a> .
24.1	<a href="#"><u>Power of Attorney (contained on the signature page hereto)</u></a> .
99.1	<a href="#"><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></a> .

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## 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 November 25, 2019.

### 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 <i>(Principal Executive Officer)</i>	November 25, 2019
<u>/s/ Arthur D. Chadwick</u> Arthur D. Chadwick	Executive Vice President, Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 25, 2019
<u>/s/ Raman K. Chitkara</u> Raman K. Chitkara	Director	November 25, 2019
<u>/s/ Edward H. Frank</u> Edward H. Frank	Director	November 25, 2019
<u>/s/ Torsten G. Kreindl</u> Torsten G. Kreindl	Director	November 25, 2019
<u>/s/ Katherine E. Schuelke</u> Katherine E. Schuelke	Director	November 25, 2019
<u>/s/ Akira Takata</u> Akira Takata	Director	November 25, 2019
<u>/s/ Tom D. Yiu</u> Tom D. Yiu	Director	November 25, 2019

PILLSBURY WINTHROP SHAW PITTMAN LLP  
2550 Hanover Street  
Palo Alto, California 94304

November 25, 2019

SiTime Corporation  
5451 Patrick Henry Drive  
Santa Clara, California 95054

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for SiTime Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Act") of 3,350,000 shares of the Company's common stock, \$0.0001 par value per share (the "Shares"), issuable pursuant to the Company's 2019 Stock Incentive Plan (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have considered relevant or necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

## 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 May 31, 2019, except for the effects of (i) the reclassifications discussed in Note 1 to the consolidated financial statements, as to which the date is July 16, 2019, (ii) the stock split described in Note 1 to the consolidated financial statements, as to which the date is October 23, 2019, and (iii) the reverse stock split described in Note 1 to the consolidated financial statements, as to which the date is November 7, 2019, relating to the consolidated financial statements of SiTime Corporation appearing in the Prospectus dated November 20, 2019 filed by the Company, pursuant to Rule 424(b) under the Securities Act of 1933, relating to the Company's Registration Statement No. 333-234305 on Form S-1, as amended. Our report contains explanatory paragraphs regarding the Company's ability to continue as a going concern and change in accounting principle related to revenue recognition.

/s/ BDO USA, LLP

San Jose, California  
November 25, 2019