

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

**FORM S-8
REGISTRATION STATEMENT
Under The Securities Act of 1933**

ALIGN TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

94-3267295
(I.R.S. Employer Identification No.)

410 North Scottsdale Road, Suite 1300 Tempe, Arizona 85288
(Address of Principal Executive Offices) (Zip Code)

2005 Incentive Plan
(Full title of the plan)

Julie Coletti, Esq.
Executive Vice President, Chief Legal and Regulatory Officer
410 North Scottsdale Road, Suite 1300
Tempe, Arizona 85288
(Name and address of agent for service)

(602) 742-2000
(Telephone number, including area code, of agent for service)

Copy to:
Chris Fennell, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

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

In May 2005, the stockholders of Align Technology, Inc., a Delaware corporation (the “**Company**”) approved the Align Technology, Inc. 2005 Incentive Plan (as amended and restated) (the “**2005 Plan**”). In May 2023, the stockholders of the Company approved an amendment of the 2005 Plan which further increased the number of shares of common stock, \$0.0001 par value per share (“**Common Stock**”) of the Company reserved for issuance under the 2005 Plan by 2,000,000 shares (the “**Additional Shares**”). As a result, the aggregate number of shares of Common Stock reserved for issuance under the 2005 Plan is 32,168,895.

The Additional Shares are securities of the same class as other securities for which the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “**Commission**”) relating to the 2005 Plan on June 7, 2005, May 25, 2006, May 29, 2007, August 5, 2009, August 5, 2010, August 8, 2011, August 2, 2013 and November 8, 2016 (File Nos. 333-125586, 333-134477, 333-143319, 333-161054, 333-168548, 333-176134, 333-190351, and 333-214493, respectively) (the “**Prior Registration Statements**”). Pursuant to General Instruction E of Form S-8, the Prior Registration Statements are incorporated by reference into this Registration Statement on Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “**Registration Statement**”) in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Document by Reference.

The following documents and information previously filed with the Commission are incorporated by reference in this Registration Statement:

- a. The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on February 27, 2023 (“**Annual Report**”), including the information specifically incorporated by reference therein from our Definitive Proxy Statement on [Schedule 14A](#) filed with the Commission on April 5, 2023, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”);
- b. The Registrant’s Quarterly Reports on Form 10-Q for the quarter ended [March 31, 2023](#), filed with the Commission on May 5, 2023 and for the quarter ended [June 30, 2023](#), filed with the Commission on August 4, 2023;
- c. The Registrant’s Current Reports on Form 8-K filed with the Commission pursuant to Section 13 of the Exchange Act on [February 1, 2023](#) (solely with respect to the information included in Item 8.01), [February 6, 2023](#), [March 1, 2023](#), [April 26, 2023](#) (solely with respect to the information included in Item 1.01) and [May 18, 2023](#); and
- d. The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement No. 000-32259 on [Form 8-A](#) filed with the Commission on January 25, 2001, pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating

such description, including [Exhibit 4.2](#) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019 filed with the SEC on February 28, 2020.

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

Item 8. Exhibits.

Exhibit Number	Description
4.1	2005 Incentive Plan (as amended and restated) (incorporated by reference to Exhibit 10.1 to Form 8-K , filed May 18, 2023)
5.1 *	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1 *	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)
23.2 *	Consent of Pricewaterhouse Coopers LLP, Independent Registered Public Accounting Firm
24.1 *	Power of Attorney (contained in signature page).
107 *	Calculation of Filing Fee Tables.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1933, the Registrant certifies that it has reasonable grounds to believe 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 Tempe, State of Arizona, on the 4th day of August 2023.

ALIGN TECHNOLOGY, INC.

By: /s/ Julie Coletti

Julie Coletti
Executive Vice President, Chief Legal and Regulatory Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, jointly and severally, Julie Coletti and Joseph M. Hogan as her or his attorney-in-fact, each with full power of substitution and resubstitution, 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, hereby ratifying and confirming all that said attorney-in-fact, or her or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ JOSEPH M. HOGAN</u> Joseph M. Hogan	President, Chief Executive Officer and Director (Principal Executive Officer)	August 4, 2023
<u>/S/ JOHN F. MORICI</u> John F. Morici	Chief Financial Officer and Executive Vice President, Global Finance (Principal Financial Officer and Principal Accounting Officer)	August 4, 2023
<u>/S/ KEVIN J. DALLAS</u> Kevin J. Dallas	Director	August 4, 2023
<u>/S/ JOSEPH LACOB</u> Joseph Lacob	Director	August 4, 2023
<u>/S/ C. RAYMOND LARKIN, JR.</u> C. Raymond Larkin, Jr.	Director	August 4, 2023
<u>/S/ GEORGE J. MORROW</u> George J. Morrow	Director	August 4, 2023
<u>/S/ ANNE M. MYONG</u> Anne M. Myong	Director	August 4, 2023
<u>/S/ ANDREA L. SAIA</u> Andrea L. Saia	Director	August 4, 2023
<u>/S/ SUSAN E. SIEGEL</u> Susan E. Siegel	Director	August 4, 2023

CALCULATION OF REGISTRATION FEE TABLES

Form S-8
(Form Type)

Align Technology, Inc.
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Securities Class Type	Fee Calculation Rule	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class Type Common Stock, \$0.0001 par value per share to be issued under the 2005 Incentive Plan	Rules 457(c) and (h)	2,000,000 shares	\$380.455 (2)	\$ 760,910,000	\$ 0.0001102	\$83,852.29
TOTAL OFFERING AMOUNT			2,000,000 shares		\$ 760,910,000		\$83,852.29
TOTAL FEE OFFSETS (3)							
NET FEE DUE							\$83,852.29

- (1) This Registration Statement covers such indeterminable number of additional shares of common stock, \$0.0001 par value per share (“**Common Stock**”), of Align Technology, Inc. as may hereafter be offered or issued pursuant to the Align Technology, Inc. 2005 Incentive Plan (as amended and restated) to prevent dilution resulting from stock splits or similar transactions effected without receipt of consideration and pursuant to Rule 416(a) under the Securities Act of 1933, as amended.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$380.455 per share, which is the average of the high and low prices of Common Stock, as reported on The Nasdaq Global Market on July 31, 2023.
- (3) The Registrant does not have any fee offsets.

August 4, 2023

Align Technology, Inc.
410 North Scottsdale Road, Suite 1300
Tempe, Arizona 85288

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Align Technology, Inc., a Delaware corporation (“**you**”), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 2,000,000 shares of your Common Stock, \$0.0001 par value (the “**Shares**”), reserved for issuance pursuant to the 2005 Incentive Plan (the “**Plan**”). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares under the Plan.

It is our opinion that the Shares, when issued and sold in the manner described in the Plan and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 4, 2023