

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

**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**ACCOLADE, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**01-0969591**  
(I.R.S. Employer  
Identification Number)

**1201 Third Avenue, Suite 1700  
Seattle, WA 98101  
(206) 926-8100**  
(Address, including zip code, and telephone number, including area  
code, of Registrant's principal executive offices)

**Rajeev Singh  
Chief Executive Officer  
Accolade, Inc.  
1201 Third Avenue, Suite 1700  
Seattle, WA 98101  
(206) 926-8100**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

**John W. Robertson  
Alan D. Hambelton  
Cooley LLP  
1700 Seventh Avenue, Suite 1900  
Seattle, WA 98101  
(206) 452-8700**

**Copies to:  
Richard Eskew  
General Counsel  
660 West Germantown Pike,  
Suite 500  
Plymouth Meeting, PA 19462  
(610) 834-2989**

**Christopher J. Austin  
James M. Shea, Jr.  
Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
(212) 318-6000**

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-249540)

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.

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**This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registrant's Registration Statement on Form S-1 (File No. 333-249540), declared effective on October 21, 2020 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

*(a) Exhibits.*

**EXHIBIT INDEX**

Exhibit Number	Description of Exhibit
<u>5.1</u>	<u>Opinion of Cooley LLP.</u>
<u>23.1</u>	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney.</u>

\* Previously filed on the signature page to the registrant's Registration Statement on Form S-1 (File No. 333-249540) filed with the Securities and Exchange Commission on October 19, 2020 and incorporated by reference herein.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on October 21, 2020.

**ACCOLADE, INC.**

By: \_\_\_\_\_ /s/ RAJEEV SINGH  
Rajeev Singh  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ RAJEEV SINGH Rajeev Singh	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	October 21, 2020
_____ /s/ STEPHEN BARNES Stephen Barnes	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	October 21, 2020
_____ * J. Michael Cline	Director	October 21, 2020
_____ * William H. Frist, Sr.	Director	October 21, 2020
_____ * Jeffrey Jordan	Director	October 21, 2020
_____ * Peter Klein	Director	October 21, 2020
_____ * Dawn Lepore	Director	October 21, 2020

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**Signature**

**Title**

**Date**

\*

James C. Madden, V

Director

October 21, 2020

\*

Thomas Neff

Director

October 21, 2020

\*

Patricia Wadors

Director

October 21, 2020

\*

Michael T. Yang

Director

October 21, 2020

\*By: /s/ RAJEEV SINGH

Rajeev Singh  
*Attorney-in-fact*

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Alan D. Hambelton  
+1 206 452 8756  
ahambelton@cooley.com

October 21, 2020

Accolade, Inc.  
660 West Germantown Pike, Suite 500  
Plymouth Meeting, PA 19462

Ladies and Gentlemen:

We have represented Accolade, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (No. 333-249540) (the "**Initial Registration Statement**") with the Securities and Exchange Commission, including the prospectus which forms a part of the Initial Registration Statement (the "**Prospectus**"), and a Registration Statement on Form S-1 related thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "**462(b) Registration Statement**" and together with the Initial Registration Statement, the "**Registration Statements**"), covering an underwritten public offering of up to 5,750,000 shares (the "**Shares**") of the Company's common stock, par value \$0.0001, which includes up to 750,000 shares that may be sold pursuant to the exercise of an option to purchase additional shares.

In connection with this opinion, we have examined and relied upon (a) the Registration Statements and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, as amended, and Bylaws, as amended, each as currently in effect, and (c) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of the 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 thereof. 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 against payment therefor as described in the Registration Statements and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Initial Registration Statement and to the filing of this opinion as an exhibit to the amendment to the Initial Registration Statement filed pursuant to Rule 462(d).

Cooley LLP 1700 Seventh Avenue, Suite 1900 Seattle, WA 98101-1355  
t: (206) 452-8700 f: (206) 452-8800 cooley.com

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Accolade, Inc.  
October 21, 2020  
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Sincerely,

Cooley LLP

By:           /s/ Alan D. Hambelton            
Alan D. Hambelton

Cooley LLP 1700 Seventh Avenue, Suite 1900 Seattle, WA 98101-1355  
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