

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

**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 this Registration Statement is declared effective.

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. File No. 333-249540

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.

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.

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽¹⁾
Common Stock, par value \$0.0001 per share	\$11,375,000	\$1,241.02

- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$210,000,000 on a Registration Statement on Form S-1 (File No. 333-249540), which was declared effective by the Securities and Exchange Commission on October 21, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$11,375,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This Registration Statement shall become effective on filing in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Accolade, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-249540) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on October 19, 2020, and which the Commission declared effective on October 21, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares to be offered in the public offering by \$11,375,000, including additional shares of common stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of common stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

Exhibits Index

Exhibit Number	Description of Exhibit
5.1	Opinion of Cooley LLP.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1*	Power of Attorney.

* 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement 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 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/ RAJEEV SINGH</u> Rajeev Singh	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	October 21, 2020
<u>/s/ STEPHEN BARNES</u> Stephen Barnes	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	October 21, 2020
<u>*</u> J. Michael Cline	Director	October 21, 2020
<u>*</u> William H. Frist, Sr.	Director	October 21, 2020
<u>*</u> Jeffrey Jordan	Director	October 21, 2020
<u>*</u> Peter Klein	Director	October 21, 2020
<u>*</u> Dawn Lepore	Director	October 21, 2020

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



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 462(b) Registration Statement.

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



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
t: (206) 452-8700 f: (206) 452-8800 cooley.com

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Accolade, Inc.:

We consent to the use of our report incorporated by reference herein and to the reference to our firm under the heading "Experts" in the prospectus included in such Registration Statement.

/s/ KPMG LLP

Philadelphia, Pennsylvania
October 21, 2020
