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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

TaskUs, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-1586636
(IRS Employer
Identification No.)

**1650 Independence Drive, Suite 100
New Braunfels, Texas 78132**
(Address of Principal Executive Offices)(Zip Code)

TaskUs, Inc. 2021 Omnibus Incentive Plan
(Full title of the plan)

**Claudia Walsh
General Counsel and Corporate Secretary
TaskUs, Inc.**

**1650 Independence Drive, Suite 100
New Braunfels, Texas 78132**
(Name and address of agent for service)

(888) 400-8275
(Telephone number, including area code, of agent for service)

With copies to:
**Edgar J. Lewandowski
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000**

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" 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

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by TaskUs, Inc. (the “Registrant”) for the purpose of registering additional shares of Class A Common Stock, par value \$0.01 per share, of the Registrant (the “Class A Common Stock”), reserved for issuance under the TaskUs, Inc. 2021 Omnibus Incentive Plan (the “Plan”). These shares of Class A Common Stock are additional securities of the same class as other securities for which an original registration statement (File No. 333-256996) on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on June 10, 2021 (the “[Original Registration Statement](#)”), which registered 18,775,051 shares of Class A Common Stock issuable under the Plan.

The shares of Class A Common Stock registered by this Registration Statement consist of (i) 2,307,412 shares of Class A Common Stock that have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan, which provides that the total number of shares subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula, and (ii) 1,741,576 shares of Class A Common Stock that have become available for issuance under the Plan as a result of expiration, cancellation, forfeiture, termination, or other settlement without issuance of shares of Class A Common Stock in respect of awards under the Plan. Other than the 2,307,412 shares of Class A Common Stock that have become available for issuance pursuant to the “evergreen” provision of the Plan, the shares registered by this Registration Statement do not represent an increase in the number of shares previously reserved for issuance under the Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such Original Registration Statement are modified or supplemented, as the case may be, as set forth in this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed on March 8, 2024 (the “2023 Annual Report”);
- the portions of the Registrant’s [Definitive Proxy Statement on Schedule 14A](#), filed on April 5, 2023, that are specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022; and
- the description of the Registrant’s Class A Common Stock, contained in [Exhibit 4.1](#) to its 2023 Annual Report, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (except for any portions of such filings that are deemed furnished, not filed, including any corresponding exhibits thereto) and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered 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 of such reports and 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 herein or in any other subsequently filed document which also is or 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.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Second Amended and Restated Certificate of Incorporation of TaskUs, Inc., dated as of June 10, 2021 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 15, 2021).</u>
4.2	<u>Third Amended and Restated Bylaws of TaskUs, Inc., dated as of March 2, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 7, 2023).</u>
4.3	<u>TaskUs, Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on June 15, 2021).</u>
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP.</u>
23.1	<u>Consent of KPMG LLP.</u>
23.2	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>
107.1	<u>Filing Fee Table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 New Braunfels, State of Texas, on the 8th day of March, 2024.

TASKUS, INC.

By: /s/ Bryce Maddock

Name: Bryce Maddock

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Bryce Maddock, Jaspur Weir, Balaji Sekar and Claudia Walsh, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments or supplements to this Registration Statement, including post-effective amendments to the Registration Statement, and all other documents in connection therewith to be filed 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 in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement and Power of Attorney have been signed by the following persons in the capacities indicated on the eighth day of March, 2024.

<u>Signature</u>	<u>Title</u>
<u>/s/ Bryce Maddock</u> Bryce Maddock	Chief Executive Officer and Director (principal executive officer)
<u>/s/ Jaspur Weir</u> Jaspur Weir	President and Director
<u>/s/ Balaji Sekar</u> Balaji Sekar	Chief Financial Officer (principal financial officer)
<u>/s/ Steve Amaya</u> Steve Amaya	Senior Vice President—Finance (principal accounting officer)
<u>/s/ Amit Dixit</u> Amit Dixit	Director
<u>/s/ Michelle Gonzalez</u> Michelle Gonzalez	Director
<u>/s/ Jill A. Greenthal</u> Jill A. Greenthal	Director
<u>/s/ Susir Kumar</u> Susir Kumar	Director
<u>/s/ Mukesh Mehta</u> Mukesh Mehta	Director
<u>/s/ Jacqueline D. Reses</u> Jacqueline D. Reses	Director
<u>/s/ Kelly Tuminelli</u> Kelly Tuminelli	Director

Simpson Thacher & Bartlett LLP

425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954TELEPHONE: +1-212-455-2000
FACSIMILE: +1-212-455-2502Direct Dial Number
+1-212-455-7614E-mail Address
elewandowski@stblaw.com

March 8, 2024

TaskUs, Inc.
1650 Independence Drive, Suite 100
New Braunfels, Texas 78132

Ladies and Gentlemen:

We have acted as counsel to TaskUs, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, relating to the issuance by the Company of an aggregate of up to 4,048,988 shares of common stock, par value \$0.01 per share, of the Company (the “Shares”) that may be issued by the Company pursuant to the TaskUs, Inc. 2021 Omnibus Incentive Plan (the “Plan”).

We have examined the Registration Statement, the Second Amended and Restated Certificate of Incorporation of the Company and the Plan, each of which have been filed with the Commission as exhibits to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinion hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that upon issuance and delivery in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 8, 2024, with respect to the consolidated financial statements of TaskUs, Inc., incorporated herein by reference.

/s/ KPMG LLP

Los Angeles, California
March 8, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

TaskUs, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule(2)	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock	Other	4,048,988	\$ 12.90	\$52,231,945.20	\$147.60 per \$1,000,000	\$7,709.44
Total Offering Amounts					\$52,231,945.20		\$7,709.44
Total Fee Offsets							—
Net Fee Due							\$ 7,709.44

- (1) Covers shares of Class A Common Stock, par value \$0.01 per share, of TaskUs, Inc. (the “Shares”) issuable under the TaskUs, Inc. 2021 Omnibus Incentive Plan (the “Plan”) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), an indeterminate amount of additional Shares that may become issuable under the Plan to prevent dilution resulting from stock splits, stock dividends or other similar transactions. The amount in the table above consists of: (i) 2,307,412 Shares that have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan; and (ii) 1,741,576 Shares issuable under the Plan, which amount is equal to the number of Shares previously issued under the Plan and registered on the Company’s registration statement on Form S-8 (File No. 333-256996) filed with the Securities and Exchange Commission on June 10, 2021, and available for issuance under the Plan as a result of expiration, cancellation, forfeiture, termination, or other settlement without issuance of Shares in respect of awards under the Plan
- (2) Estimated solely for calculating the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act. The amount of the registration fee is based on a price of \$12.90 per share, which is the average of the high and low prices of the Shares as reported by The Nasdaq Stock Market LLC on March 7, 2024.