

BLUCORA, INC.
Form S-8 POS
June 07, 2018

As filed with the Securities and Exchange Commission on June 7, 2018

Registration No. 333-169691

Registration No. 333-198645

Registration No. 333-211625

Registration No. 333-204585

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

Post-Effective Amendment No. 4 to Form S-8 Registration Statement No. 333-169691

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-198645

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-211625

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-204585

*UNDER
THE SECURITIES ACT OF 1933*

BLUCORA, INC.
(Exact name of registrant as specified in its charter)

| | |
|--|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 91-1718107 (I.R.S. Employer Identification Number) |
|--|---|

6333 State Hwy 161, 4th Floor

Irving, Texas 75038

(Address of principal executive offices, including zip code)

BLUCORA, INC. RESTATED 1996 FLEXIBLE STOCK INCENTIVE PLAN

BLUCORA, INC. 2015 INCENTIVE PLAN AS AMENDED AND RESTATED

BLUCORA, INC. 2018 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the *Securities Act*), in accordance with the rules and regulations of the SEC. Such documents are not being filed with the SEC either as part of this Post-Effective Amendment or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Post-Effective Amendment pursuant to Item 3 of Part II of this Post-Effective Amendment, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the *DGCL*) makes provision for the indemnification of officers and directors of corporations in terms sufficiently broad to indemnify the officers and directors of a corporation under certain circumstances from liabilities (including reimbursement of expenses incurred) arising under the Securities Act and the Exchange Act. Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation

Item 8. Exhibits.

| Exhibit Number | Description of Document |
|---------------------------|--|
| 5.1* | <u>Opinion of Haynes and Boone, LLP.</u> |
| 23.1* | <u>Consent of Ernst & Young LLP.</u> |
| 23.2* | <u>Consent of Haynes and Boone, LLP (included in its opinion filed as Exhibit 5.1).</u> |
| 24.1* | <u>Power of Attorney (included on the signature page of this Registration Statement).</u> |
| 99.1 | <u>Restated 1996 Flexible Stock Incentive Plan, as amended and restated effective as of June 5, 2012 (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed September 8, 2014).</u> |
| 99.2 | <u>Blucora, Inc. 2015 Incentive Plan as Amended and Restated (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 25, 2016).</u> |
| 99.3 | <u>Blucora, Inc. 2018 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 19, 2018).</u> |

* Filed herewith.

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| | | |
|----------------------------|----------|--------------|
| /s/ H. McIntyre Gardner | Director | June 7, 2018 |
| H. McIntyre Gardner | | |
| /s/ Georganne C. Proctor | Director | June 7, 2018 |
| Georganne C. Proctor | | |
| /s/ Christopher W. Walters | Director | June 7, 2018 |
| Christopher W. Walters | | |
| /s/ Mary S. Zappone | Director | June 7, 2018 |
| Mary S. Zappone | | |