

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

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

Viant Technology Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-3447553
(I.R.S. Employer
Identification No.)

Viant Technology Inc.
2722 Michelson Drive, Suite 100
Irvine, CA 92612
(949) 861-8888
(Address of Principal Executive Offices) (Zip Code)

Viant Technology Inc. 2021 Long-Term Incentive Plan
(Full title of the plan)

Ritesh Patel
Chief Legal Officer
Viant Technology Inc.
2722 Michelson Drive, Suite 100
Irvine, CA 92612
(949) 861-8888
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:
John-Paul Motley
C. Thomas Hopkins
Cooley LLP
355 South Grand Avenue, Suite 900
Los Angeles, CA 90071
(213) 561-3250

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 type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" 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 is being filed to register additional securities of the same class as other securities for which a Registration Statement on Form S-8 of Viant Technology Inc. (the “*Registrant*”) relating to the same employee benefit plan is effective. The Registrant previously registered shares of Class A common stock, par value \$0.001 per share (“*Class A common stock*”), for issuance under the Viant Technology Inc. 2021 Long-Term Incentive Plan (the “*Plan*”) pursuant to Registration Statements on [Form S-8](#) filed with the Securities and Exchange Commission (the “*Commission*”) on [February 9, 2021](#) (File No. 333-252912) and [March 10, 2022](#) (File No. 333-263458) (the “*Prior Registration Statements*”). In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference. The Registrant is registering 3,086,303 additional shares of Class A common stock pursuant to the provisions of the Plan providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the Plan on January 1, 2023.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-40015) for the year ended December 31, 2022, filed with the Commission on March 2, 2023; and
- (b) the description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-40015), filed with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) on February 5, 2021, as updated by [Exhibit 4.1](#) to the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-40015) for the year ended December 31, 2020, filed with the Commission on March 23, 2021, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities 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 documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K (and corresponding information furnished under Item 9.01 or included as an exhibit thereto or incorporated therein by reference) that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement, including financial statements, 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 therein 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.

Exhibit Number	Description	Incorporated by Reference			
		Schedule/Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant	10-K	001-40015	3.1	March 23, 2021
4.2	Amended and Restated Bylaws of the Registrant	10-K	001-40015	3.2	March 23, 2021
4.3	Description of Securities	10-K	001-40015	4.1	March 23, 2021
5.1*	Opinion of Cooley LLP				
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included on the signature page)				
99.1	Viant Technology Inc. 2021 Long-Term Incentive Plan	S-8	333-252912	99.1	February 9, 2021
99.2	Form of Grant Notice and Standard Terms and Conditions for Nonqualified Stock Options under the Viant Technology Inc. 2021 Long-Term Incentive Plan (Employee Form)	S-8	333-252912	99.2	February 9, 2021
99.3	Form of Grant Notice and Standard Terms and Conditions for Restricted Stock Units under the Viant Technology Inc. 2021 Long-Term Incentive Plan (Employee Form)	S-8	333-252912	99.3	February 9, 2021
99.4	Form of Grant Notice and Standard Terms and Conditions for Restricted Stock Units under the Viant Technology Inc. 2021 Long-Term Incentive Plan (Non-Employee Director Form)	S-8	333-252912	99.4	February 9, 2021
107*	Filing Fee Table				

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Irvine, State of California, on March 2, 2023.

VIANT TECHNOLOGY INC.

By: /s/ Tim Vanderhook

Tim Vanderhook
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Tim Vanderhook, Chris Vanderhook and Larry Madden, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, 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 connection therewith, 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 and agents or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

Signature	Title	Date
<u>/s/ Tim Vanderhook</u> Tim Vanderhook	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	March 2, 2023
<u>/s/ Chris Vanderhook</u> Chris Vanderhook	Chief Operating Officer and Director	March 2, 2023
<u>/s/ Larry Madden</u> Larry Madden	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 2, 2023
<u>/s/ Max Valdes</u> Max Valdes	Director	March 2, 2023
<u>/s/ Elizabeth Williams</u> Elizabeth Williams	Director	March 2, 2023
<u>/s/ Vivian Yang</u> Vivian Yang	Director	March 2, 2023



John-Paul Motley
+1 213 561 3250
jmotley@cooley.com

March 2, 2023

Viant Technology Inc.
2722 Michelson Drive, Suite 100
Irvine, California 92612

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Viant Technology Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 3,086,303 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.001 per share, issuable pursuant to the Viant Technology Inc. 2021 Long-Term Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan, and (d) 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 assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by 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 in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ John-Paul Motley
John-Paul Motley

Cooley LLP 355 South Grand Avenue, Suite 900 Los Angeles, CA 90071
t: (213) 561 3250 f: (213) 561 3244 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 2, 2023, relating to the financial statements of Viant Technology Inc., appearing in the Annual Report on Form 10-K of Viant Technology Inc. for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, CA

March 2, 2023

Calculation of Filing Fee Table

Form S-8 (Form Type)

Viant Technology Inc. (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.001 per share	Other	3,086,303 ⁽³⁾	\$3.86	\$11,913,129.58	\$0.00011020	\$1,312.83
Total Offering Amounts					\$11,913,129.58		\$1,312.83
Total Fee Offsets							—
Net Fee Due							\$1,312.83

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Class A common stock, par value \$0.001 per share (“*Class A common stock*”) of Viant Technology Inc. (the “*Registrant*”) that become issuable under the Viant Technology Inc. 2021 Long-Term Incentive Plan (the “*2021 Plan*”) by reason of any stock dividend, stock split, recapitalization or similar transaction.
- (2) Estimated in accordance with Rules 457(c) and 457(h) promulgated under the Securities Act solely for purposes of calculating the registration fee on the basis of \$3.86, the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on February 27, 2023.
- (3) Represents shares of Class A common stock that were automatically added to the shares available for issuance under the 2021 Plan on January 1, 2023 pursuant to the automatic increase feature of such plan, which provides that the number of shares that may be issued under the 2021 Plan will automatically increase on January 1 of each year, for a period of not more than ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to 5% of the total number of shares of each and every class of the Registrant’s common stock outstanding on December 31 of the preceding calendar year.