

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

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

**VERTEX, INC.**

(Exact Name of Registrant as Specified in its Charter)

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

**23 2081753**  
(I.R.S. Employer  
Identification No.)

**2301 Renaissance Blvd**  
**King of Prussia, Pennsylvania 19406**  
**(800) 355 3500**  
(Address, including zip code, of principal executive offices)

**VERTEX, INC. 2020 INCENTIVE AWARD PLAN**  
**VERTEX, INC. 2020 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plans)

**David DeStefano**  
**President, Chief Executive Officer and Chairperson**  
**Vertex, Inc.**  
**2301 Renaissance Blvd**  
**King of Prussia, Pennsylvania 19406**  
**(800) 355 3500**  
(Name, address and telephone number, including area code, of agent for service)

**Copies to:**

**Joel H. Trotter**  
**William K. Hackett**  
**Latham & Watkins LLP**  
**555 Eleventh Street, NW**  
**Washington, DC 20004**  
**(202) 637-2200**

**Bryan T. R. Rowland**  
**Vertex, Inc.**  
**2301 Renaissance Blvd**  
**King of Prussia, PA 19406**  
**(800) 355-3500**

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.

## REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is being filed by Vertex, Inc. (the “Company”) to register 18,000,000 additional shares of Class A Common Stock, par value \$0.001 per share (the “Common Stock”), reserved for issuance under the Vertex, Inc. 2020 Incentive Award Plan (the “2020 Incentive Plan”) and 4,000,000 additional shares of Common Stock reserved for issuance under the Vertex, Inc. 2020 Employee Stock Purchase Plan (the “2020 ESPP”).

Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Registration Statements on [Form S-8](#) filed with the Securities and Exchange Commission (the “Commission”) on July 28, 2020 (File No. 333-240143) are hereby incorporated by reference in this Registration Statement to the extent not replaced hereby.

### **PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

### **PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Company are incorporated by reference into this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021 (the “Annual Report”), filed with the Commission on March 16, 2022 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act (other than the reports, or portions thereof, deemed to have been furnished and not filed with the Commission) since the end of the fiscal year covered by the Annual Report referred to in (a) above; and
- (c) the description of the Common Stock contained in the Company’s Registration Statement on Form 8-A to be filed with the Commission pursuant to Section 12(b), together with any amendment thereto filed with the Commission for the purpose of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any such document or such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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## Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<a href="#"><u>Form of Amended and Restated Certificate of Incorporation of Vertex, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-239644) filed with the Commission on July 24, 2020).</u></a>
4.2	<a href="#"><u>Form of Amended and Restated Bylaws of Vertex, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 333-239644) filed with the Commission on July 20, 2020).</u></a>
5.1*	<a href="#"><u>Opinion of Latham &amp; Watkins LLP.</u></a>
23.1*	<a href="#"><u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u></a>
23.2*	<a href="#"><u>Consent of Crowe LLP.</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on the signature page of the Registration Statement).</u></a>
99.1	<a href="#"><u>Vertex, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.15 to the Company's Registration Statement on Form S-1 (File No. 333-239644) filed with the Commission on July 24, 2020).</u></a>
99.2	<a href="#"><u>Vertex, Inc. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1 (File No. 333-239644) filed with the Commission on July 20, 2020).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

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\* Filed herewith.

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## 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 King of Prussia, state of Pennsylvania, on March 18, 2022.

### Vertex, Inc.

By: /s/ David DeStefano

David DeStefano  
President, Chief Executive Officer  
and Chairperson

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned directors and officers of Vertex, Inc. (the "Company"), hereby severally constitute and appoint David DeStefano and John Schwab, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, this registration statement, and any and all pre-effective and post-effective amendments to said registration statement, and any registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, in connection with the registration under the Securities Act of 1933, as amended, of equity securities of the Company, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys, 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 each of us might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

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/ David DeStefano</u> David DeStefano	President, Chief Executive Officer and Chairperson (Principal Executive Officer)	March 18, 2022
<u>/s/ John Schwab</u> John Schwab	Chief Financial Officer (Principal Financial Officer)	March 18, 2022
<u>/s/ Lisa Butler</u> Lisa Butler	Chief Accounting Officer (Principal Accounting Officer)	March 18, 2022
<u>/s/ Eric Andersen</u> Eric Andersen	Director	March 18, 2022
<u>/s/ Terrence Kyle</u> Terrence Kyle	Director	March 18, 2022
<u>/s/ Kevin Robert</u> Kevin Robert	Director	March 18, 2022
<u>/s/ J. Richard Stamm</u> J. Richard Stamm	Director	March 18, 2022
<u>/s/ Amanda Westphal Radcliffe</u> Amanda Westphal Radcliffe	Director	March 18, 2022
<u>/s/ Stefanie Westphal Thompson</u> Stefanie Westphal Thompson	Director	March 18, 2022
<u>/s/ Bradley Gayton</u> Bradley Gayton	Director	March 18, 2022

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## LATHAM & WATKINS LLP

### FIRM / AFFILIATE OFFICES

Austin	Moscow
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

March 18, 2022

Vertex, Inc.  
 2301 Renaissance Blvd  
 King of Prussia, Pennsylvania 19406

Re: Registration Statement on Form S-8; 22,000,000 shares of Class A common stock, par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Vertex, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of 18,000,000 shares of Class A common stock of the Company, par value \$0.001 per share (the “*Shares*”), reserved for issuance under the Vertex, Inc. 2020 Incentive Award Plan (the “*2020 Incentive Plan*”), and 4,000,000 Shares reserved for issuance under the Vertex, Inc. 2020 Employee Stock Purchase Plan (the “*2020 ESPP*” and, together with the 2020 Incentive Plan, the “*Plans*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on March 18, 2022 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon

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**LATHAM & WATKINS** LLP

certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Vertex, Inc. of our report dated March 16, 2022 relating to the consolidated financial statements, appearing in the Annual Report on Form 10-K of Vertex, Inc. for the year ended December 31, 2021.

/s/ Crowe LLP

Crowe LLP

New York, New York  
March 18, 2022

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**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

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

Table 1: Newly Registered Securities

Security Type	Title of Securities to be Registered	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common stock, \$0.001 par value per share	457(h)	18,000,000 <sup>(2)</sup>	\$ (4)	\$232,740,000.00	\$92.70 per \$1,000,000	\$ 21,575.00
Equity	Class A Common stock, \$0.001 par value per share	457(h)	4,000,000 <sup>(3)</sup>	\$ (5)	\$ 43,962,000.00	\$92.70 per \$1,000,000	\$ 4,075.28
Total Offering Amounts					\$276,702,000.00		\$ 25,650.28
Total Fee Offsets							\$ -
Net Fee Due							\$ 25,650.28

(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 (“Common Stock”), of Vertex, Inc. (the “Company”) that become issuable under the Vertex, Inc. 2020 Incentive Award Plan (the “2020 Incentive Plan”) and the Vertex, Inc. 2020 Employee Stock Purchase Plan (the “2020 ESPP”) by reason of any future stock dividend, stock split, recapitalization or other similar transaction.

(2) Represents additional shares of Common Stock that may become issuable under the 2020 Incentive Plan pursuant to the provisions of the 2020 Incentive Plan that provide for an automatic annual increase in the number of shares of Common Stock authorized for issuance under the 2020 Incentive Plan.

(3) Represents additional shares of Common Stock that may become issuable under the 2020 ESPP pursuant to the provisions of the 2020 ESPP that provide for an automatic annual increase in the number of shares of Common Stock authorized for issuance under the 2020 ESPP.

(4) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$12.93 per share, which is the average of the high and low prices of Common Stock on March 15, 2022, as reported on the Nasdaq Stock Market LLC.

(5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of eighty-five percent (85%) on the basis of \$12.93 per share, which is the average of the high and low prices of Common Stock on March 15, 2022, as reported on the Nasdaq Stock Market LLC. Pursuant to the 2020 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be at least eighty-five percent (85%) of the lower of the fair market value of a share of Common Stock on the first day of trading of the offering period or on the last day of trading of the offering period.