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

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

DIGITAL TURBINE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

22-2267658
(I.R.S. Employer Identification No.)

110 San Antonio Street, Suite 160
Austin, Texas
(Address of principal executive offices)

78701
(Zip code)

2020 Equity Incentive Plan of Digital Turbine, Inc.
(Full title of the plan)

Barrett Garrison
Chief Financial Officer
Digital Turbine, Inc.
110 San Antonio Street, Suite 160
Austin, Texas 78701
(Name and address of agent for service)

(512) 387-7717
(Telephone number, including area code, of agent for service)

Copy to:

Michael F. Meskill
Jackson Walker L.L.P.
100 Congress Ave., Suite 1100
Austin, Texas 78701
(512) 236-2000
(512) 236-2002 (facsimile)

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 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.

INTRODUCTORY STATEMENT

STATEMENT UNDER GENERAL INSTRUCTION E – REGISTRATION OF ADDITIONAL SHARES

The additional shares to be registered by this registration statement are of the same class as those securities covered by Digital Turbine, Inc.'s previously-filed registration statement on Form S-8 filed with the Securities and Exchange Commission on November 16, 2020 (Registration No. 333-250111) (the "Prior Registration Statement") with respect to the 2020 Equity Incentive Plan of Digital Turbine, Inc., as amended. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, including reports under the Securities Exchange Act of 1934, as amended, that Digital Turbine, Inc. (the "Company") filed after the date of the Prior Registration Statement to maintain current information about the Company are incorporated herein by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plan 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 by Digital Turbine, Inc. (the “Company”) are incorporated by reference, as of their respective dates, in this registration statement:

- the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, filed with the Commission on May 28, 2024;
- the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024, filed with the Commission on August 7, 2024;
- the Current Reports on Form 8-K filed with the Commission on April 8, 2024, May 29, 2024, and August 27, 2024;
- the Definitive Proxy Statement on Schedule 14A filed with the Commission on July 15, 2024;
- the description of the Company’s Common Stock contained in its registration statement on Form 8-A filed with the Commission on June 6, 2013.

In addition, all documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), excluding any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K and corresponding information furnished under Item 9.01 or included as an exhibit, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document 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.

EXHIBIT INDEX


<u>Exhibit No.</u>	<u>Exhibit Description</u>
<u>4.1</u>	<u>Form of Common Stock Certificate, incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-1/A (File No. 333-214321) filed with the Commission on December 23, 2016.</u>
<u>4.2</u>	<u>Description of our Capital Stock (incorporated by reference to Exhibit 4.3 of the Annual Report on Form 10-K filed with the Commission on June 10, 2021).</u>
<u>5.1*</u>	<u>Opinion of Jackson Walker L.L.P.</u>
<u>23.1*</u>	<u>Consent of Grant Thornton LLP.</u>
<u>23.2*</u>	<u>Consent of Jackson Walker L.L.P. (contained in its opinion filed as Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page hereto).</u>
<u>99.1</u>	<u>2020 Equity Incentive Plan of Digital Turbine, Inc., and First Amendment and Israeli Appendix thereto (incorporated by reference to Exhibit 10.9 of the Annual Report on Form 10-K, filed with the Commission on June 10, 2021).</u>
<u>99.2</u>	<u>Second Amendment to the 2020 Equity Incentive Plan of Digital Turbine, Inc. (incorporated by reference to Exhibit 10.24 of the Annual Report on Form 10-K filed with the Commission on May 28, 2024).</u>
<u>99.3</u>	<u>Third Amendment to the 2020 Equity Incentive Plan of Digital Turbine, Inc. (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Commission on August 27, 2024).</u>
<u>107*</u>	<u>Filing Fee Table</u>

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Digital Turbine, Inc., certifies that it has reasonable grounds to believe that it meets all 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 Austin, State of Texas, on this 29th day of August, 2024.

Digital Turbine, Inc.

By: 
Name: _____
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of William Gordon Stone III, James Barrett Garrison and Joshua Kinsell, as his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or their substitutes or resubstitutes 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> Robert Deutschman	Chairman of the Board	August 28, 2024
<hr/> William Gordon Stone III	Chief Executive Officer and Director (Principal Executive Officer)	August 29, 2024
<hr/> James Barrett Garrison	Chief Financial Officer (Principal Financial Officer)	August 28, 2024
<hr/> Joshua Kinsell	Chief Accounting Officer (Principal Accounting Officer)	August 28, 2024
<hr/> Roy H. Chestnutt	Director	August 28, 2024
<hr/> Holly Hess Groos	Director	August 28, 2024
<hr/> Mohan S. Gyani	Director	August 28, 2024
<hr/> Jeffrey Karish	Director	August 28, 2024
<hr/> Mollie V. Spilman	Director	August 28, 2024
<hr/> Michelle Sterling	Director	August 28, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)**Digital Turbine, 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)	Proposed Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	8,560,000.00	\$3.82	\$32,699,200.00	0.0001476	\$4,826.40
Total Offering Amounts:					\$32,699,200.00		\$4,826.40
Total Fees Previously Paid:							—
Total Fee Offsets (3):							—
Net Fee Due:							\$4,826.40

- (1) Covers 8,560,000 additional shares of the Registrant's common stock, par value \$0.0001 per share ("Common Stock"), issuable under the 2020 Incentive Equity Plan of Digital Turbine, Inc. (as amended, the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also be deemed to cover any additional shares of Common Stock that may from time to time be offered or issued under the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions that increases the number of outstanding shares of Common Stock.
- (2) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is the average of the high (\$4.04) and low (\$3.59) prices reported for the registrant's Common Stock quoted on the Nasdaq Capital Market on August 26, 2024.
- (3) The Registrant does not have any fee offsets.



August 29, 2024

The Board of Directors
Digital Turbine, Inc.
110 San Antonio Street, Suite 160
Austin, Texas 78701

Re: 2020 Equity Incentive Plan of Digital Turbine, Inc.

Ladies and Gentlemen:

We have acted as counsel to Digital Turbine, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of up to an aggregate of 8,560,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), issuable pursuant to the 2020 Equity Incentive Plan of Digital Turbine, Inc. (as amended, the "Plan"). We have been asked by the Company to render this opinion.

We have examined originals or copies identified to our satisfaction of (a) the Registration Statement in the form to be filed with the Commission on the date hereof; (b) the Plan; (c) the Certificate of Incorporation of the Company and Bylaws of the Company, each as amended to date; (d) certain resolutions adopted by the Board of Directors of the Company relating to the Plan, the filing of the Registration Statement and certain related matters; (e) certain documents related to actions taken at the Company's annual stockholders meeting held on August 27, 2024 relating to the Plan; and (f) such other instruments, documents and records as we have deemed necessary, relevant or appropriate for the purposes hereof. We have made such investigations of law as we have deemed necessary and relevant as a basis hereof. In such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and records submitted to us as originals, the conformity to authentic original documents, certificates and records of all documents, certificates and records submitted to us as copies, and the truthfulness of all statements of fact contained therein. In addition, we have assumed that the Registration Statement and any amendments thereto, have become effective under the Act and that there will be a sufficient number of unissued shares of Common Stock authorized under the Company's organizational documents and not otherwise reserved for issuance.

Based on the foregoing, subject to the limitations, assumptions and qualifications set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that, when issued by the Company pursuant to the provisions of the Plan following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the "Board") as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company; and, upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.

Exhibit 5.1

The foregoing opinion is based on and is limited to the applicable provisions of the Delaware General Corporation Law and the relevant federal law of the United States of America, and we render no opinion with respect to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Jackson Walker L.L.P.

Consent of Independent Registered Public Accounting Firm

We have issued our reports dated May 28, 2024 with respect to the consolidated financial statements and internal control over financial reporting of Digital Turbine, Inc. included in the Annual Report on Form 10-K for the year ended March 31, 2024, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ Grant Thornton LLP

Dallas, Texas
August 29, 2024