

SECURITIES AND EXCHANGE COMMISSION

FORM S-1MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-1

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FILER

Tableau Software Inc

CIK: [1303652](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-1MEF** | Act: **33** | File No.: [333-188660](#) | Film No.: **13852802**
SIC: **7372** Prepackaged software

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837 N 34TH ST
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SEATTLE WA 98103

Business Address
837 N 34TH ST
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206-633-3400

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

**FORM S-1
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

TABLEAU SOFTWARE, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)
837 North 34th Street, Suite 200
Seattle, Washington 98103
(206) 633-3400

47-0945740
(I.R.S. Employer
Identification No.)

(Address, including zip code and telephone number, of Registrant's principal executive offices)

Christian Chabot
Chief Executive Officer
Tableau Software, Inc.
837 North 34th Street, Suite 200
Seattle, Washington 98103
(206) 633-3400

(Name, address, including zip code and telephone number, including area code, of agent for service)

Jodie M. Bourdet
Charles S. Kim
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000

Copies to:
Keenan Conder
Vice President, General Counsel and
Corporate Secretary
Tableau Software, Inc.
837 North 34th Street, Suite 200
Seattle, Washington 98103
(206) 633-3400

Gordon K. Davidson
Jeffrey R. Vetter
James D. Evans
Fenwick & West LLP
1191 Second Avenue, 10th Floor
Seattle, Washington 98101
(206) 389-4510

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-187683)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Aggregate Offering Price per Share	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽⁴⁾
Class A Common Stock, \$0.0001 per share par value	1,150,000	\$31.00	\$35,650,000	\$4,863

- (1) Includes 150,000 shares that the underwriters have the option to purchase.
- (2) The Registrant is registering 1,150,000 shares pursuant to this Registration Statement, which shares are in addition to the 8,280,000 shares registered pursuant to the Form S-1 Registration Statement (File No. 333-187683).
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Includes the aggregate offering price of additional shares that the underwriters have the option to purchase.
- (4) The registration fee is based upon the initial public offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Tableau Software, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-187683) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on April 2, 2013, and which the Commission declared effective on May 16, 2013.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of Class A common stock offered by the Registrant and certain selling stockholders by 1,150,000 shares, 150,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant’s Class A common stock. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on this 16th day of May, 2013.

TABLEAU SOFTWARE, INC.

By: /s/ Christian Chabot
Christian Chabot
Chief Executive Officer

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/ Christian Chabot</u> Christian Chabot	Chief Executive Officer, Co-founder and Chairman of the Board (<i>Principal Executive Officer</i>)	May 16, 2013
<u>/s/ Thomas E. Walker, Jr.</u> Thomas E. Walker, Jr.	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	May 16, 2013
<u>/s/ Patrick Hanrahan*</u> Patrick Hanrahan	Chief Scientist, Co-founder and Director	May 16, 2013
<u>/s/ Christopher Stolte*</u> Christopher Stolte	Chief Development Officer, Co-founder and Director	May 16, 2013
<u>/s/ Forest Baskett*</u> Forest Baskett	Director	May 16, 2013
<u>/s/ Scott Sandell*</u> Scott Sandell	Director	May 16, 2013
<u>/s/ Brooke Seawell*</u> Brooke Seawell	Director	May 16, 2013
<u>/s/ Elliott Jurgensen, Jr.*</u> Elliott Jurgensen, Jr.	Director	May 16, 2013
<u>/s/ John McAdam*</u> John McAdam	Director	May 16, 2013

* Pursuant to Power of Attorney

By: /s/ Thomas E. Walker, Jr.
Thomas E. Walker, Jr.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of Registration Statement on Form S-1 (File No. 333-187683)).



Charles S. Kim
(858) 550-6049
ckim@cooley.com

May 16, 2013

Tableau Software, Inc.
North 34th Street, Suite 200
Seattle, WA 98103

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Tableau Software, Inc., a Delaware corporation (the “**Company**”), of a Registration Statement on Form S-1 (the “**Registration Statement**”) with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 1,150,000 shares of the Company’s Class A common stock, par value \$0.0001 per share (the “**Shares**”), which includes up to 1,000,000 Shares to be sold by the Selling Stockholders (the “**Stockholder Shares**”), and up to 150,000 Shares that may be sold by the Company pursuant to the exercise of an option to purchase additional Shares granted to the underwriters (the “**Optional Shares**”). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-187683), which was declared effective on May 16, 2013 (the “**Prior Registration Statement**”), including the prospectus which forms a part of the Prior Registration Statement (the “**Prospectus**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and related Prospectus, (b) the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect as of the date hereof, (c) the Company’s Amended and Restated Certificate of Incorporation, filed as Exhibit 3.2 to the Prior Registration Statement and the Company’s Amended and Restated Bylaws, filed as Exhibit 3.4 to the Prior Registration Statement, each of which will be in effect upon the closing of the offering contemplated by the Prospectus, and (d) the 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 and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that: (i) the Stockholder Shares have been validly issued, and are fully paid and non-assessable, and (ii) the Optional Shares, when sold and issued as described in the Prospectus, will be validly issued, fully paid and non-assessable.

Tableau Software, Inc.

May 16, 2013

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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Charles S. Kim

Charles S. Kim

4401 EASTGATE MALL, SAN DIEGO, CA 92121 T: (858) 550-6000 F: (858) 550-6420 WWW.COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 12, 2013, except for the effects of the revision described in Note 14 as to which the date is May 3, 2013, relating to the financial statements of Tableau Software, Inc., which appears in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-187683). We also consent to the reference to us under the heading “Experts” in Amendment No. 3 to the Registration Statement on Form S-1 incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Seattle, Washington
May 15, 2013