

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

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

**iROBOT CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

77-0259 335

(I.R.S. Employer Identification No.)

**iRobot Corporation**

8 Crosby Drive

Bedford, Massachusetts 01730

(Address of Principal Executive Offices) (Zip Code)

**2005 Stock Option and Incentive Plan**

(Full Title of the Plan)

**Colin M. Angle**

Chairman of the Board and Chief Executive Officer

**iRobot Corporation**

8 Crosby Drive

Bedford, Massachusetts 01730

(Name and Address of Agent for Service)

(781) 430-3000

(Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**Mark T. Bettencourt, Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**53 State Street**

**Boston, Massachusetts 02109**

**(617) 570-1000**

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. (Check one):

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<br>To Be Registered | Amount<br>To Be<br>Registered(1) | Proposed<br>Maximum<br>Offering Price<br>Per Share(2) | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration Fee(3) |
|---|----------------------------------|---|--|----------------------------------|
| 2005 Stock Option and Incentive Plan    | 1,302,086                        | \$37.37   | \$48,658,953.82                                    | \$6,267.27                       |

|  |  |  |  |  |
|--|--|--|--|--|
| Common Stock, par value \$0.01 per share (including rights to acquire Series A junior participating preferred stock pursuant to our rights plan) |  |  |  |  |
|--|--|--|--|--|

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- (1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers such indeterminate number of additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split, stock dividend or similar transaction.
  - (2) The price of \$37.37 per share, which is the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the NASDAQ Global Market on February 10, 2014, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price.
  - (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.
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This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (SEC File No. 333-129576) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-129576) is hereby incorporated by reference pursuant to General Instruction E.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

| <u>Exhibit<br/>No.</u> | <u>Description of Exhibit</u>   |
|------------------------|---|
| 5.1                    | Opinion of Goodwin Procter LLP  |
| 23.1                   | Consent of Goodwin Procter LLP (included in Exhibit 5.1)                                  |
| 23.2                   | Consent of PricewaterhouseCoopers LLP   |
| 24.1                   | Power of Attorney (included as part of the signature page of this Registration Statement) |

## 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 Bedford, Commonwealth of Massachusetts, on February 18, 2014.

iROBOT CORPORATION

By: /s/ Colin M. Angle

Colin M. Angle

Chairman of the Board and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of iRobot Corporation (the "Company"), hereby severally constitute and appoint Colin M. Angle and Alison Dean, 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, any and all amendments (including post-effective amendments) to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 18, 2014:

| <u>Signature</u>                                      | <u>Title(s)</u>  |
|---|--|
| <u>/s/ Colin M. Angle</u><br>Colin M. Angle           | Chairman of the Board and Chief Executive Officer (Principal Executive Officer)                              |
| <u>/s/ Alison Dean</u><br>Alison Dean                 | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) |
| <u>/s/ Ronald Chwang</u><br>Ronald Chwang             | Director   |
| <u>/s/ Gail Deegan</u><br>Gail Deegan                 | Director   |
| <u>/s/ Deborah G. Ellinger</u><br>Deborah G. Ellinger | Director   |
| <u>/s/ Jacques S. Gansler</u><br>Jacques S. Gansler   | Director   |
| <u>/s/ Andrea Geisser</u><br>Andrea Geisser           | Director   |
| <u>/s/ Paul J. Kern</u><br>Paul J. Kern               | Director   |
| <u>/s/ George C. McNamee</u><br>George C. McNamee     | Director   |
| <u>/s/ Paul Sagan</u><br>Paul Sagan                   | Director   |

## INDEX TO EXHIBITS

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February 18, 2014

iRobot Corporation  
8 Crosby Drive  
Bedford, Massachusetts 01730

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,302,086 shares (the "Shares") of Common Stock, \$0.01 par value per share, of iRobot Corporation, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2005 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law).

For purposes of the opinion set forth below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 18, 2014 relating to the consolidated financial statements, and the effectiveness of internal control over financial reporting, which appears in iRobot Corporation's Annual Report on Form 10-K for the year ended December 28, 2013.

/s/ PricewaterhouseCoopers LLP

Boston, MA  
February 18, 2014