
**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)

77-0259335
(I.R.S. Employer Identification No.)

iRobot Corporation

8 Crosby Drive

Bedford, Massachusetts 01730

(Address of Principal Executive Offices, including zip code)

2018 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.

Gregg Katz, Esq.

Goodwin Procter LLP

100 Northern Ave.

Boston, Massachusetts 02210

(617) 570-1000

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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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.

Part I

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering 900,000 additional shares of common stock, par value \$0.01 per share (“Common Stock”), of iRobot Corporation (the “Registrant”) that may be issued pursuant to equity awards granted pursuant to the iRobot Corporation 2018 Stock Option and Incentive Plan, as amended (the “2018 Plan”). On May 27, 2022, pursuant to an amendment to the 2018 Plan, the number of shares of Common Stock reserved and available for issuance under the 2018 Plan increased by 900,000. This Registration Statement registers these additional 900,000 shares of Common Stock. The additional shares are of the same class as other securities for which registration statements of the Registrant filed on Form S-8 (SEC File No. 333-225482) and Form S-8 (SEC File No. 333-239573) are effective. The information contained in each of the Registrant’s registration statements on Form S-8 (SEC File No 333-225482) and Form S-8 (SEC File No. 333-239573) is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
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)
99.1*	Second Amendment to the iRobot Corporation 2018 Stock Option and Incentive Plan (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on June 1, 2022 and incorporated by reference herein)
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 Bedford, Commonwealth of Massachusetts, on June 17, 2022.

iROBOT CORPORATION

By: /s/ Colin M. Angle
Colin M. Angle
Chairman of the Board and Chief Executive Officer and Director

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 Glen D. Weinstein, 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 June 17, 2022.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Colin M. Angle</u> Colin M. Angle	Chairman of the Board and Chief Executive Officer and Director (Principal Executive Officer)	June 17, 2022
<u>/s/ Julie Zeiler</u> Julie Zeiler	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 17, 2022
<u>/s/ Karian Wong</u> Karian Wong	SVP, Finance (Principal Accounting Officer)	June 17, 2022
<u>/s/ Mohamad Ali</u> Mohamad Ali	Director	June 17, 2022
<u>/s/ Deborah Ellinger</u> Deborah Ellinger	Director	June 17, 2022
<u>/s/ Karen Golz</u> Karen Golz	Director	June 17, 2022
<u>/s/ Ruey-Bin Kao</u> Ruey-Bin Kao	Director	June 17, 2022
<u>/s/ Eva Manolis</u> Eva Manolis	Director	June 17, 2022
<u>/s/ Andrew Miller</u> Andrew Miller	Director	June 17, 2022
<u>/s/ Michelle Stacy</u> Michelle Stacy	Director	June 17, 2022

June 17, 2022

iRobot Corporation
8 Crosby Drive
Bedford, Massachusetts 01730

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

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 900,000 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of iRobot Corporation, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan, as amended (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.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

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 iRobot Corporation of our report dated February 15, 2022 relating to the 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 January 1, 2022.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
June 17, 2022

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)

iRobot Corporation
(Exact name of Registrant as Specified in its Charter)

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	Common Stock, \$0.01 par value per share, 2018 Stock Option and Incentive Plan	Rule 457(c) and Rule 457(h)	900,000	\$38.87	\$34,983,000	\$0.0000927	\$3,242.92
Total Offering Amounts					\$34,983,000		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$3,242.92

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, \$0.01 par value per share (the “Common Stock”), which become issuable under the 2018 Stock Option and Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) The price of \$38.87 per share, which is the average of the high and low sale prices of the Common Stock on the NASDAQ Global Select Market on June 13, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act.