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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

Duolingo, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-3055872
(I.R.S. Employer
Identification No.)

5900 Penn Avenue
Pittsburgh, Pennsylvania 15206
(412) 567-6602
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

DUOLINGO, INC. 2021 INCENTIVE AWARD PLAN
DUOLINGO, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plans)

Luis von Ahn
Chief Executive Officer
Duolingo, Inc.
5900 Penn Avenue
Pittsburgh, Pennsylvania 15206
(412) 567-6602
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Tad J. Freese
Benjamin A. Potter
Alison A. Haggerty
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Stephen Chen
General Counsel
Duolingo, Inc.
5900 Penn Avenue
Pittsburgh, Pennsylvania 15206
(412) 567-6602

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
 Non-accelerated filer

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering an additional 2,337,034 shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Duolingo, Inc. (the "Company"), issuable under the following employee benefit plans for which registration statements of the Company on Form S-8 (File Nos. [333-258211](#) and [333-263312](#)) are effective: (i) the Company's 2021 Equity Incentive Plan (the "2021 Plan") and (ii) the Company's 2021 Employee Stock Purchase Plan (the "2021 ESPP").

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Filing Date	Exhibit Number	
4.1	Amended and Restated Certificate of Incorporation, as currently in effect	8-K	001-40653	7/30/2021	3.1	
4.2	Bylaws, as currently in effect	8-K	001-40653	7/30/2021	3.2	
4.3	Form of Class A Common Stock Certificate	S-1/A	333-257483	6/28/2021	4.2	
5.1	Opinion of Latham & Watkins LLP					X
23.1	Consent of Deloitte & Touche, LLP					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (included on signature page)					X
99.1 (a)	2021 Equity Incentive Plan	S-1/A	333-257483	7/19/2021	10.3(a)	
99.1(b)	Form of Stock Option Grant Notice and Agreement under 2021 Equity Incentive Plan	S-1/A	333-257483	7/19/2021	10.3(b)	
99.1(c)	Form of Restricted Stock Unit Grant Notice and Agreement under 2021 Equity Incentive Plan	S-1/A	333-257483	7/19/2021	10.3(c)	
99.2	Employee Stock Purchase Plan	S-1/A	333-257483	7/19/2021	10.4	
107.1	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Pittsburgh, State of Pennsylvania, on February 28, 2023.

DUOLINGO, INC.

By	<u>/s/ Luis von Ahn</u>
Name	Luis von Ahn
Title	Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Duolingo, Inc., hereby severally constitute and appoint Luis von Ahn and Matthew Skaruppa, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
/s/ Luis von Ahn Luis von Ahn	Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2023
/s/ Matthew Skaruppa Matthew Skaruppa	Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2023
/s/ Amy Bohutinsky Amy Bohutinsky	Director	February 28, 2023
/s/ Sara Clemens Sara Clemens	Director	February 28, 2023
/s/ Bing Gordon Bing Gordon	Director	February 28, 2023
/s/ Severin Hacker Severin Hacker	Chief Technology Officer and Director	February 28, 2023
/s/ John Lilly John Lilly	Director	February 28, 2023
/s/ Gillian Munson Gillian Munson	Director	February 28, 2023
/s/ Jim Shelton Jim Shelton	Director	February 28, 2023
/s/ Laela Sturdy Laela Sturdy	Director	February 28, 2023

Exhibit 107.1**Calculation of Filing Fee Tables****Form S-8**

(Form Type)

Duolingo, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	2,337,034	\$ 87.24	\$ 199,697,065.03	\$110.20 per \$1,000,000	\$ 22,006.62
Total Offering Amounts							\$ 22,006.62
Total Fee Offsets (4)							—
Net Fee Due							\$ 22,006.62

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 2,018,044 shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), of Duolingo, Inc. (the "Registrant") that became available for issuance on January 1, 2023 under the Registrant's 2021 Equity Incentive Plan, by operation of an automatic annual increase provision therein and (ii) 318,989 shares of Class A Common Stock that became available for issuance on January 1, 2023 under the Registrant's 2021 Employee Stock Purchase Plan by operation of an automatic annual increase provision therein. Pursuant to the 2021 ESPP, the purchase price of the shares of the Registrant's common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of a share of the Registrant's common stock on the first trading day of the offering period or on the exercise date.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Class A common stock as reported on The Nasdaq Stock Market LLC on February 27, 2023.
- (4) The Registrant does not have any fee offsets.

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LATHAM & WATKINS^{LLP}

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Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

February 28, 2023

Duolingo, Inc.
5900 Penn Avenue
Pittsburgh, Pennsylvania 15206

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Duolingo, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “Commission”) of a Registration Statement (the “Registration Statement”) on Form S-8 under the Securities Act of 1933, as amended (the “Act”), relating to the issuance of up to 2,337,034 shares (the “Shares”) of Class A common stock of the Company, par value \$0.0001 per share (the “Class A Common Stock”), which may be issued pursuant to the Company’s 2021 Incentive Award Plan (the “2021 Plan”) and the Company’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”). 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 prospectus forming a part thereof, 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 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 the General Corporation Law of the State of Delaware (the “DGCL”), 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 recipients thereof and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2021 Plan and the 2021 ESPP, as applicable, assuming in each case that the individual issuances, grants or awards under the 2021 Plan and the 2021 ESPP, as applicable, 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 2021 Plan and the 2021 ESPP, as applicable (and the agreements 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 such Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

LATHAM & WATKINS^{LLP}

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2023, relating to the financial statements of Duolingo, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP
New York, New York
February 28, 2023