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

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

CONCENTRIX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

27-1605762

(I.R.S. Employer
Identification Number)

**39899 Balentine Drive, Suite 235
Newark, California 94560**

(Address, including zip code, of registrant's principal executive offices)

Concentrix Corporation Amended and Restated 2020 Stock Incentive Plan

(Full title of the plan)

**Jane C. Fogarty
Executive Vice President, Legal
Concentrix Corporation
39899 Balentine Drive, Suite 235
Newark, California 94560
(800) 747-0583**

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

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.

This Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Item 1 and Item 2 of Part I of Form S-8 to be contained in the applicable prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

General Instruction E Information

This Registration Statement is being filed for the purpose of registering an additional 3,000,000 shares of Concentrix Corporation (the “Company”) common stock, par value \$0.0001 per share (“Common Stock”), available for issuance under the Concentrix Corporation 2020 Stock Incentive Plan (the “Plan”). On October 28, 2024, the Company’s stockholders adopted an amendment and restatement of the Plan (such amended and restated Plan, the “Amended Plan”) that, among other things, increased the number of shares of Common Stock available for grant and issuance under the Amended Plan by 3,000,000 shares.

These shares of Common Stock are the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plan is effective. The Company’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on November 27, 2020 (File No. 333-251003), January 14, 2022 (File No. 333-262184), January 25, 2023 (File No. 333-269412), and March 1, 2024 (File No. 333-277592), excluding reports that the Company filed with the Commission that were incorporated into such Registration Statements in order to maintain current information about the Company, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, filed with the Commission by the Company are incorporated by reference:

- the Company’s Annual Report on Form 10-K for the fiscal year ended November 30, 2023 filed with the Commission on [January 29, 2024](#);
- the Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended February 29, 2024, May 31, 2024, and August 31, 2025 filed with the SEC on [April 5, 2024](#), [July 5, 2024](#), and [October 4, 2024](#);

- the Company's Current Reports on Form 8-K filed with the SEC on [January 5, 2024](#), [March 22, 2024](#), [March 22, 2024](#), [April 26, 2024](#), [October 29, 2024](#), and [October 30, 2024](#); and
- the description of the Common Stock of the Company contained in the Information Statement, filed as [Exhibit 99.1](#) to the Company's Registration Statement on Form 10/A (File No. 001-39494), as updated by the description of our common stock contained in [Exhibit 4.1](#) to our Annual Report on Form 10-K for the year ended November 30, 2023, and as subsequently amended or updated, including any subsequent amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (excluding any portions thereof furnished by the Company, including information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained in a document all or a portion of which is incorporated or deemed to be incorporated by reference in this Registration Statement 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 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.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Concentrix Corporation Amended and Restated 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 29, 2024).</u>
5.1	<u>Opinion of Pillsbury Winthrop Shaw Pittman LLP.</u>
23.1	<u>Consent of Pillsbury Winthrop Shaw Pittman LLP (included in the opinion filed as Exhibit 5.1).</u>
23.2	<u>Consent of KPMG LLP.</u>
24.1	<u>Powers of Attorney (included on the signature page hereto).</u>
107	<u>Filing Fee Table.</u>

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 Newark, State of California, on the 1st day of November, 2024.

Date: November 1, 2024

By: CONCENTRIX CORPORATION

/s/ Jane Fogarty

Name: Jane Fogarty

Title: Executive Vice President, Legal

The undersigned officers and directors of Concentrix Corporation hereby severally constitute and appoint Christopher Caldwell, Andre Valentine, and Jane Fogarty, and each of them, such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, severally, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agent, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as such undersigned officer or director might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any said attorney-in-fact and agent's substitute or substitutes, or either of them, 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 indicated on the 1st day of November, 2024.

Signature	Title
<u>/s/ Christopher Caldwell</u> Christopher Caldwell	President and Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Andre Valentine</u> Andre Valentine	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Teh-Chien Chou</u> Teh-Chien Chou	Director
<u>/s/ LaVerne H. Council</u> LaVerne H. Council	Director
<u>/s/ Jennifer Deason</u>	Director

Jennifer Deason

/s/ Olivier Duha

Olivier Duha

Director

/s/ Nicolas Gheysens

Nicolas Gheysens

Director

/s/ Kathryn Hayley

Kathryn Hayley

Director

/s/ Kathryn Marinello

Kathryn Marinello

Director

/s/ Dennis Polk

Dennis Polk

Director

/s/ Ann Vezina

Ann Vezina

Director

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Concentrix Corporation
(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)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	457(c) and 457(h)	3,000,000	41.915	\$125,745,000	0.0001531	\$19,251.56
Total Offering Amounts					\$125,745,000		\$19,251.56
Total Fee Offsets							—
Net Fee Due							\$19,251.56

(1) Represents the additional shares of Concentrix Corporation (the “Company”) common stock, par value \$0.0001 per share (“Common Stock”), available for issuance under the Concentrix Corporation Amended and Restated 2020 Stock Incentive Plan (the “Plan”).

(2) Estimated solely for calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), based on the average of the high and low prices of shares of Common Stock as reported on the Nasdaq Global Select Market on November 1, 2024.

Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover St
Palo Alto, CA 94304

November 1, 2024

Concentrix Corporation
39899 Balentine Drive
Newark, California 94560

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Concentrix Corporation, a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933 (the “Act”) relating to the registration of 3,000,000 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share, issuable pursuant to the Company’s Amended and Restated 2020 Stock Incentive Plan (the “Plan”).

We have reviewed the Registration Statement, the Plan and such other documents, records, certificates and other materials, and have reviewed and are familiar with such corporate proceedings and satisfied ourselves as to such other matters, as we have considered relevant or necessary as a basis for our opinions set forth in this letter. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the assumptions and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. Our opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

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

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated January 29, 2024, with respect to the consolidated financial statements of Concentrix Corporation, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Cincinnati, Ohio
November 1, 2024