

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTUIT INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

77-0034661
(I.R.S. Employer
Identification No.)

**2700 Coast Avenue
Mountain View, California 94043
(650) 944-6000**
(Address of Principal Executive Offices, including Zip Code, and telephone number, including area code)

**CREDIT KARMA, INC. 2015 EQUITY INCENTIVE PLAN
INTUIT INC. AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN**
(Full title of the Plans)

Kerry J. McLean, Esq.
Executive Vice President, General Counsel and Corporate Secretary
Intuit Inc.

**2700 Coast Avenue
Mountain View, California 94043**
(Name and address of agent for service)
(650) 944-6000
(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.

EXPLANATORY NOTE

Intuit Inc. (the “Registrant” or “we”) registered, pursuant to a Registration Statement on Form S-8 filed on December 3, 2020 (Registration No. 333-251096) (the “Registration Statement”), the offer and sale of up to 4,298,127 shares of our Common Stock, par value \$0.01 per share (“Common Stock”), under the Credit Karma, Inc. 2015 Equity Incentive Plan (as amended, the “Credit Karma Plan”).

The Compensation and Organizational Development Committee of our Board of Directors approved the Amended and Restated 2005 Equity Incentive Plan (the “Restated 2005 Plan”) on October 20, 2021 and such plan was subsequently approved by our stockholders on January 20, 2022. Pursuant to the terms of the Restated 2005 Plan, the following shares of Common Stock will be issuable under the Restated 2005 Plan per the terms of such plan: (i) any shares of Common Stock that remained available for grant under the Credit Karma Plan as of January 20, 2022; and (ii) any shares of Common Stock subject to outstanding awards under the Credit Karma Plan as of January 20, 2022 that on or after January 20, 2022 are forfeited, expire or are settled in cash or that are tendered or withheld in order to satisfy tax withholding liabilities (other than with respect to stock options or stock appreciation rights) (collectively, the “Transferred Shares”). Pursuant to the undertakings in Item 9 of the Registration Statement, we are filing this Post-Effective Amendment No. 1 to the Registration Statement to provide that such registration statement shall also cover 3,366,512 Transferred Shares.

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|-------------------------------------|
| 5.2 | Opinion of Counsel. |

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 the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on March 2, 2022.

INTUIT INC.

By: /s/ MICHELLE M. CLATTERBUCK
Michelle M. Clatterbuck
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, the following persons have signed this Post-Effective Amendment No. 1 to the Registration Statement in the capacities and on the date(s) indicated.

Principal Executive Officer:

Chief Executive Officer
and President

/s/ SASAN K. GOODARZI
Sasan K. Goodarzi

March 2, 2022

Principal Financial Officer

Executive Vice President
and Chief Financial Officer

/s/ MICHELLE M. CLATTERBUCK
Michelle M. Clatterbuck

March 2, 2022

Principal Accounting Officer:

Vice President,
Chief Accounting Officer

/s/ LAUREN HOTZ
Lauren Hotz

March 2, 2022

Additional Directors:

Director

 *
Eve Burton

March 2, 2022

Director

 *
Scott D. Cook

March 2, 2022

Director

 *
Richard Dalzell

March 2, 2022

| | | |
|---|--|----------------------|
| <p style="text-align: center;">*</p> <hr/> Deborah Liu | <p>Director</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Tekedra Mawakana | <p>Director</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Suzanne Nora Johnson | <p>Chair of the Board of Directors</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Dennis D. Powell | <p>Director</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Brad D. Smith | <p>Director</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Thomas Szkutak | <p>Director</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Raul Vazquez | <p>Director</p> | <p>March 2, 2022</p> |
| <p style="text-align: center;">*</p> <hr/> Jeff Weiner | <p>Director</p> | <p>March 2, 2022</p> |

* The undersigned, by signing her name hereto, does hereby execute this Post-Effective Amendment No. 1 to the Registration Statement pursuant to powers of attorney filed as part of the Registration Statement.

By: /s/ MICHELLE M. CLATTERBUCK
 Michelle M. Clatterbuck
 Executive Vice President and Chief Financial Officer, by power of attorney



turbotax



quickbooks



mint



credit karma



mailchimp

2550 Garcia Avenue
Mountain View, CA 94043

650-944-3840
intuit.com

March 2, 2022

U.S. Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549

Subject: Intuit Inc.

To whom it may concern:

This opinion is provided in connection with a Post-Effective Amendment No. 1 to Form S-8 (the "Post-Effective Amendment") being filed by Intuit Inc. (the "Company") on or about March 1, 2022. The Post-Effective Amendment relates to a Registration Statement on Form S-8 filed on December 3, 2020 (Registration No. 333-251096) (the "Registration Statement"), registering the offer and sale of up to 4,298,127 shares of the Company's Common Stock, par value \$0.01 per share ("Common Stock"), under the Credit Karma, Inc. 2015 Equity Incentive Plan (as amended, the "Credit Karma Plan").

Pursuant to the terms of the Company's Amended and Restated 2005 Equity Incentive Plan, as adopted on December 10, 2004 and amended on December 19, 2005, December 18, 2006, December 17, 2007, December 17, 2008, December 15, 2009, January 19, 2011, January 24, 2014, January 20, 2017 and October 20, 2021 (the "2005 Plan"), up to 3,366,512 shares of Common Stock (the "Rollover Shares") that are or shall become issuable under the 2005 Plan per the terms of such plan are covered by the Registration Statement, including: (i) any shares of Common Stock that remained available for grant under the Credit Karma Plan as of January 20, 2022; and (ii) any shares of Common Stock subject to outstanding awards under the Credit Karma Plan as of January 20, 2022 that on or after January 20, 2022 are forfeited, expire or are settled in cash or that are tendered or withheld in order to satisfy tax withholding liabilities (other than with respect to stock options or stock appreciation rights).

For purposes of this opinion, I have examined copies of (i) the Post-Effective Amendment, (ii) the Company's Certificate of Incorporation, as amended to date, (iii) the Company's Bylaws, as amended to date, (iv) the 2005 Plan, (v) the Registration Statement, and (vi) resolutions of the Board of Directors of the Company (the "Board") and the Compensation and Organizational Development Committee of the Board and records of the Annual Meeting of Stockholders of the Company relating to adoption and approval of the 2005 Plan. In rendering the opinion expressed herein, I have assumed the genuineness of all signatures, the authenticity of all documents, instruments and certificates purporting to be originals, the conformity with the original documents, instruments and certificates of all documents, instruments and certificates purporting to be copies, and the legal capacity to sign of all individuals executing documents, instruments and certificates. I have also assumed that all Shares will be issued pursuant to the 2005 Plan for a purchase price of not less than \$0.01 per share.

Based upon and subject to the foregoing and the effectiveness of the Post-Effective Amendment and the 2005 Plan, I am of the opinion that the Rollover Shares that may be issued by the Company pursuant to the 2005 Plan, when duly issued and paid for in accordance with the 2005 Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Post-Effective Amendment, and I further consent to the use of my name in the Post-Effective Amendment. In giving this consent, I do not admit thereby that I come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ KERRY J. MCLEAN

Kerry J. McLean
Executive Vice President, General Counsel and Corporate Secretary
Intuit Inc.