

**United States
Securities and Exchange Commission
Washington, D.C. 20549**

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)

2700 Coast Avenue, Mountain View, California
(Address of Principal Executive Offices)

77-0034661
(I.R.S Employer Identification Number)
94043
(Zip Code)

Intuit Inc. Amended and Restated Employee Stock Purchase Plan
(Full title of the plan)

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.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Intuit Inc., a Delaware corporation, (“Company” or “Registrant”), pursuant to General Instruction E to Form S-8, to register 2,000,000 additional shares of the Company’s common stock, par value \$0.01 per share, for issuance pursuant to the Intuit Inc. Amended and Restated Employee Stock Purchase Plan (the “Amended and Restated Plan”). In accordance with such instruction, the Company hereby incorporates herein by reference the prior Registration Statements on Form S-8 filed by the Company with respect to the Amended and Restated Plan on January 20, 2012 (SEC File No. 333-179110), and January 23, 2015 (SEC File No. 333-201671), together with all exhibits filed therewith or incorporated therein by reference.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Unless otherwise indicated below as being incorporated by reference to another filing of Intuit Inc. with the Securities and Exchange Commission, each of the following exhibits is filed herewith:

Exhibit No.	Exhibit Description	Filed with this Form S-8	Incorporated By Reference		
			Form	File No.	Date Filed
4.01	Restated Intuit Certificate of Incorporation, dated as of January 19, 2000		10-Q		6/14/2000
4.02	Bylaws of Intuit, as amended and restated Effective May 5, 2016		8-K		5/9/2016
5.01	Opinion of Counsel	X			
23.01	Consent of Counsel (included in Exhibit 5.01)	X			
23.02	Consent of Independent Registered Public Accounting Firm	X			
24.01	Power of Attorney (included on signature page)	X			
99.01+	Intuit Inc. Amended and Restated Employee Stock Purchase Plan, as amended through January 19, 2023		10-Q		2/23/2023
107.01	Filing Fee Table	X			

+ Indicates a management contract or compensatory plan or arrangement

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 Mountain View, State of California, on February 23, 2023.

INTUIT INC.

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

POWER OF ATTORNEY

By signing this Form S-8 below, I hereby appoint each of Sasan K. Goodarzi, Michelle M. Clatterbuck and Lauren Hotz as my true and lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, or any one of them, may determine are necessary or advisable or required to enable the corporation referred to herein to comply with the Securities Act of 1933, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

<u>/s/ SASAN K. GOODARZI</u> Sasan K. Goodarzi	Chief Executive Officer, President and Director	February 23, 2023
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Principal Financial Officer:

<u>/s/ MICHELLE M. CLATTERBUCK</u> Michelle M. Clatterbuck	Executive Vice President and Chief Financial Officer	February 23, 2023
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Principal Accounting Officer:

<u>/s/ LAUREN HOTZ</u> Lauren Hotz	Senior Vice President and Chief Accounting Officer	February 23, 2023
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Additional Directors:

<u>/s/ EVE BURTON</u> Eve Burton	Director	February 23, 2023
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<u>/s/ SCOTT D. COOK</u> Scott D. Cook	Director	February 23, 2023
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<u>/s/ RICHARD DALZELL</u> Richard Dalzell	Director	February 23, 2023
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<u>/s/ DEBORAH LIU</u> Deborah Liu	Director	February 23, 2023
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<u>/s/ TEKEDRA MAWAKANA</u> Tekedra Mawakana	Director	February 23, 2023
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/s/SUZANNE NORA JOHNSON

Suzanne Nora Johnson

Chair of the Board of Directors

February 23, 2023

/s/ THOMAS SZKUTAK

Thomas Szkutak

Director

February 23, 2023

/s/ RAUL VAZQUEZ

Raul Vazquez

Director

February 23, 2023

Form S-8

(Form Type)

INTUIT INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	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, \$0.01 par value per share	Other ⁽²⁾	2,000,000	\$396.93	\$793,860,000	\$110.20 per \$1,000,000	\$87,483.37
Total Offering Amounts					\$793,860,000		\$87,483.37
Total Fee Offsets							\$0.00
Net Fee Due							\$87,483.37

- (1) Represents 2,000,000 additional shares available for awards under the Intuit Inc. Amended and Restated Employee Stock Purchase Plan, as amended by the Registrant's stockholders on January 19, 2023 ("Amended and Restated Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's common stock in respect of the securities identified in the table above by reason of any stock dividend, stock split, recapitalization or other similar transaction. This Registration Statement shall also cover an indeterminate number of options and other rights to acquire common stock, to be granted pursuant to the Amended and Restated Plan.
- (2) Estimated solely for the purpose of calculating the registration fee. Calculated pursuant to Rules 457(c) and 457(h) under the Securities Act based on the average of the high and low prices per share of the Registrant's common stock as reported on The Nasdaq Global Select Market on February 21, 2023, which was \$396.93.



2550 Garcia Avenue
Mountain View, CA 94043

650-944-3840
intuit.com



Exhibit 5.01

February 23, 2023

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 Registration Statement on Form S-8 (the "Registration Statement") being filed by Intuit Inc. (the "Company") on or about February 23, 2023. The Registration Statement relates to the registration of 2,000,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Shares"), which may be issued under the Company's Amended and Restated Employee Stock Purchase Plan, as adopted on October 7, 1996 and amended through January 19, 2023 (the "Plan").

For purposes of this opinion, I have examined copies of (i) the Registration Statement, (ii) the Company's Certificate of Incorporation, as amended to date, (iii) the Company's Bylaws, as amended to date, (iv) the Plan, and (v) resolutions of the Board of Directors (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 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 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 Registration Statement and the Plan, I am of the opinion that the Shares that may be issued by the Company pursuant to the Plan, when duly issued and paid for in accordance with the Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and I further consent to the use of my name in the Registration Statement and the prospectus that forms a part thereof. 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.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Intuit Inc. Amended and Restated Employee Stock Purchase Plan of our reports dated September 2, 2022, with respect to the consolidated financial statements of Intuit Inc. and the effectiveness of internal control over financial reporting of Intuit Inc. included in its Annual Report (Form 10-K) for the year ended July 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
February 23, 2023