

Tableau Software Inc
Form S-1MEF
March 20, 2014

As filed with the Securities and Exchange Commission on March 20, 2014

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TABLEAU SOFTWARE, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)
837 North 34th Street, Suite 200

47-0945740
(I.R.S. Employer
Identification No.)

Seattle, Washington 98103

(206) 633-3400

(Address, including zip code and telephone number, of Registrant's principal executive offices)

Christian Chabot

Chief Executive Officer

Tableau Software, Inc.

837 North 34th Street, Suite 200

Seattle, Washington 98103

(206) 633-3400

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

Copies to:

Jodie M. Bourdet

Charles S. Kim

Cooley LLP

101 California Street, 5th Floor

San Francisco, California 94111

(415) 693-2000

Keenan Conder

Vice President, General Counsel

and Corporate Secretary

Tableau Software, Inc.

837 North 34th Street, Suite 200

Seattle, Washington 98103

(206) 633-3400

Gordon K. Davidson

Jeffrey R. Vetter

James D. Evans

Fenwick & West LLP

1191 Second Avenue, 10th Floor

Seattle, Washington 98101

(206) 389-4510

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x (File No. 333-194600)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer "
 Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾⁽²⁾	Proposed Maximum Aggregate Offering Price per Share	Proposed Maximum Aggregate Offering Price⁽³⁾	Amount of Registration Fee⁽⁴⁾
Class A Common Stock, \$0.0001 per share par value	575,000	\$89.25	\$51,318,750	\$6,610

- (1) Includes 75,000 shares that the underwriters have the option to purchase.
- (2) The Registrant is registering 575,000 shares pursuant to this Registration Statement, which shares are in addition to the 4,025,000 shares registered pursuant to the Form S-1 Registration Statement (File No. 333-194600).
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Includes the aggregate offering price of additional shares that the underwriters have the option to purchase.
- (4) The registration fee is based upon the public offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Tableau Software, Inc. (the **Registrant**) is filing this Registration Statement on Form S-1 (this **Registration Statement**) with the Securities and Exchange Commission (the **Commission**). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-194600) (the **Prior Registration Statement**), which the Registrant originally filed with the Commission on March 14, 2014, and which the Commission declared effective on March 20, 2014.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of Class A common stock offered by the Registrant by 575,000 shares, 75,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant's Class A common stock. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on this 20th day of March, 2014.

TABLEAU SOFTWARE, INC.

By: /s/ Christian Chabot
Christian Chabot
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Christian Chabot	Chief Executive Officer, Co-founder and	March 20, 2014
Christian Chabot	Chairman of the Board <i>(Principal Executive Officer)</i>	
/s/ Thomas E. Walker, Jr.	Chief Financial Officer	March 20, 2014
Thomas E. Walker, Jr.	<i>(Principal Financial and Accounting Officer)</i>	
*	Chief Scientist, Co-founder and Director	March 20, 2014
Patrick Hanrahan		
*	Chief Development Officer, Co-founder and	March 20, 2014
Christopher Stolte	Director	
*	Director	March 20, 2014
Forest Baskett		
*	Director	March 20, 2014
Scott Sandell		
*	Director	March 20, 2014
Brooke Seawell		

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*

Director

March 20, 2014

Elliott Jurgensen, Jr.

*

Director

March 20, 2014

John McAdam

*Pursuant to Power of Attorney

By: /s/ Thomas E. Walker, Jr.
Thomas E. Walker, Jr.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 (File No. 333-194600)).