
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
Newark, California 94560
(800) 747-0583

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

Concentrix Corporation 2020 Stock Incentive Plan
(Full title of the plans)

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

(Name, address, including zip code, 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 520,327 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”) resulting from an automatic annual increase on December 1, 2022 pursuant to the terms of the Plan. 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) and January 14, 2022 (File No. 333-262184), 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, 2021 filed with the Commission on [January 28, 2022](#);
- The Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended February 28, 2022, May 31, 2022 and August 31, 2022 filed with the Commission on [April 8, 2022](#), [July 8, 2022](#) and [October 7, 2022](#);
- The Company’s Current Reports on Form 8-K filed with the Commission on [December 6, 2021](#), [December 23, 2021](#), [December 30, 2021](#), [March 25, 2022](#), [May 9, 2022](#), and [July 20, 2022](#); 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 (File No. 001-39494), including any 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 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K filed on December 2, 2020).</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 25th day of January, 2023.

CONCENTRIX CORPORATION

Date: January 25, 2023

By: /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, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, severally, for him or her and in his or her 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, granting unto said attorney-in-fact and agent 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 he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of 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 indicated on the 25th day of January, 2023.

<u>Signature</u>	<u>Title</u>
<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 Council</u> LaVerne Council	Director
<u>/s/ Jennifer Deason</u> Jennifer Deason	Director
<u>/s/ Kathryn Hayley</u> 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)	520,327	\$139.345	\$72,504,966	0.00011020	\$7,990
Total Offering Amounts					\$72,504,966		\$7,990
Total Fee Offsets							—
Net Fee Due							\$7,990

- (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 2020 Stock Incentive Plan (the “Plan”) resulting from an automatic annual increase on December 1, 2022 pursuant to the terms of 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 January 20, 2023.

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

January 25, 2023

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") relating to the registration under the Securities Act of 1933 (the "Act") of 520,327 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"), issuable pursuant to the Company's 2020 Stock Incentive Plan (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have considered relevant or necessary for the opinions expressed in this letter. Based upon the foregoing, 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. The 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 Securities and Exchange Commission promulgated 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 28, 2022, with respect to the consolidated financial statements (and financial statement Schedule II: Valuation of Qualifying Accounts) of Concentrix Corporation, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Cincinnati, Ohio
January 25, 2023