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

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

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**EDGIO, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-1677033**  
(I.R.S. Employer  
Identification Number)

**11811 North Tatum Blvd.,  
Suite 3031,  
Phoenix, AZ 85028  
(602) 850-5000**  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

**AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Robert Lyons**  
Chief Executive Officer and Director  
Edgio, Inc.  
**11811 North Tatum Blvd.,  
Suite 3031,  
Phoenix, AZ 85028  
(602) 850-5000**  
(Name, address and telephone number, including area code, of agent for service)

*Copy to:*

**Mitzi Chang**  
Goodwin Procter LLP  
3 Embarcadero Center, 28th Floor  
San Francisco, CA 94111  
(415) 733-6000

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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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

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.

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**REGISTRATION OF ADDITIONAL SECURITIES  
PURSUANT TO GENERAL INSTRUCTION**

This Registration Statement registers additional shares of Common Stock of Edgio, Inc. (the “Registrant”) to be issued pursuant to the Registrant’s Amended and Restated 2007 Equity Incentive Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on [December 4, 2007](#) (File No. 333-147830), [May 11, 2009](#) (File No. 333-159132), [March 12, 2010](#) (File No. 333-165436), [September 9, 2011](#) (File No. 333-176760), [May 9, 2012](#) (File No. 333-181280), [March 5, 2013](#) (File No. 333-187052), [February 26, 2014](#) (File No. 333-194143), [February 18, 2015](#) (File No. 333-202144), [February 16, 2016](#) (File No. 333-209537), [February 21, 2017](#) (File No. 333-216142), [February 9, 2018](#) (File No. 333-222942), [February 1, 2019](#) (File No. 333-229475), [May 3, 2019](#) (File No. 333-231194), [January 30, 2020](#) (File No. 333-236171), [February 12, 2021](#) (File No. 333-253058), and [February 17, 2022](#) (File No. 333-262828) are incorporated by reference in this Registration Statement pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed by the Registrant with the Commission, are hereby incorporated by reference in this Registration Statement (other than portions of these documents that are furnished under applicable Commission rules rather than filed and exhibits furnished in connection with such items):

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021 (the “Annual Report”), as filed with the Commission on February 17, 2022 and amended on [Form 10-K/A](#) as filed with the Commission on May 2, 2022;
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Annual Report; and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-33508), as filed with the Commission on May 30, 2007 pursuant to Section 12(b) of the Exchange Act and as declared effective on June 7, 2007, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference in this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein 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 subsequently filed document which also 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 Number</u>	<u>Description</u>
4.1*	<a href="#">Specimen Common Stock certificate of the Registrant</a>
4.2**	<a href="#">Amended and Restated Certificate of Incorporation of Edgio, Inc. (f/k/a Limelight Networks, Inc.)</a>
4.3***	<a href="#">Third Amended and Restated Bylaws of Edgio, Inc.</a>
5.1	<a href="#">Opinion of Goodwin Procter LLP</a>
23.1	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (contained in Exhibit 5.1 hereto)</a>
24.1	<a href="#">Power of Attorney (contained on signature page hereto)</a>
99.1****	<a href="#">Amended and Restated 2007 Equity Incentive Plan and form of agreement thereunder</a>
107	<a href="#">Filing Fee Table</a>

\* Incorporated by reference to Exhibit 4.1 filed with the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-141516), as declared effective on June 7, 2007.

\*\* Incorporated by reference to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K (File No. 001-33508), as filed on June 14, 2011.

\*\*\* Incorporated by reference to Exhibit 3.3 filed with the Registrant's Quarterly Report on Form 10-Q (File No. 001-33508), as filed on August 9, 2022.

\*\*\*\* Incorporated by reference to Exhibit 10.3.01 filed with the Registrant's Quarterly Report on Form 10-Q (File No. 001-33508), as filed on October 27, 2016.

## 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 Phoenix, State of Arizona, on this 4th day of January, 2023.

EDGIO, INC.

By: /s/ Robert Lyons

Robert Lyons

Chief Executive Officer and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Lyons and Richard Diegman, jointly and severally, as his or her attorneys-in-fact, with full power of substitution in each, for him or her in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitutes, may do or cause to be done by virtue hereof.

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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Lyons</u> Robert Lyons	Chief Executive Officer and Director (Principal Executive Officer)	January 4, 2023
<u>/s/ Stephen Cumming</u> Stephen Cumming	Chief Financial Officer (Principal Financial Officer)	January 4, 2023
<u>s/ Eric Chang</u> Eric Chang	Chief Accounting Officer (Principal Accounting Officer)	January 4, 2023
<u>/s/ David C. Peterschmidt</u> David C. Peterschmidt	Non-Executive Chairman of the Board and Director	January 4, 2023
<u>/s/ Walter Amaral</u> Walter Amaral	Director	January 4, 2023
<u>/s/ Doug Bewsher</u> Doug Bewsher	Director	January 4, 2023
<u>/s/ Scott Genereux</u> Scott Genereux	Director	January 4, 2023

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/s/ Patricia Parra Hadden  
Patricia Parra Hadden

Director

January 4, 2023

/s/ Dianne Ledingham  
Dianne Ledingham

Director

January 4, 2023

/s/ Reed Rayman  
Reed Rayman

Director

January 4, 2023

/s/ E-Fei Wang  
E-Fei Wang

Director

January 4, 2023

January 4, 2023

Edgio, Inc.  
11811 North Tatum Blvd., Suite 3031,  
Phoenix, AZ 85028

**Re: Securities Being Registered under Registration Statement on Form S-8**

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 4,500,000 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Edgio, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2007 Equity Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

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

Very truly yours,

/s/ GOODWIN PROCTER LLP  
GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2007 Equity Incentive Plan of Edgio, Inc., of our reports dated February 17, 2022, with respect to the consolidated financial statements and schedule of Edgio, Inc., and the effectiveness of internal control over financial reporting of Edgio, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Phoenix, Arizona  
January 4, 2023

**Calculation of Filing Fee Tables**

Form S-8  
(Form Type)

Edgio, Inc.

(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	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, to be issued under the Amended and Restated 2007 Equity Incentive Plan	457(h)	4,500,000 (2)	\$1.03 (3)	\$4,635,000 (3)	0.00011020	\$510.78
Total Offering Amounts					\$4,635,000		\$510.78
Total Fee Offsets							\$0(4)
Net Fee Due							\$510.78

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional shares of Registrant's Common Stock that become issuable under the Registrant's Amended and Restated 2007 Equity Incentive Plan (the "2007 Plan") by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the Registrant's receipt of consideration.
- (2) Represents an additional 4,500,000 shares of Common Stock available for issuance under the Registrant's 2007 Plan as a result of provisions in the Registrant's 2007 Plan that allow for the automatic annual increase of Common Stock available for issuance under such plan. Such increase automatically occurred on January 1, 2023 pursuant to the terms of the 2007 Plan.
- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee, based upon \$1.03, the average of the high and low prices of the Registrant's Common Stock on December 28, 2022, as reported on the Nasdaq Global Select Market.
- (4) The Registrant does not have any fee offsets.