

ELLIE MAE INC
Form POSASR
April 17, 2019

As filed with the Securities and Exchange Commission on April 17, 2019

Registration No. 333-212810

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

UNDER

THE SECURITIES ACT OF 1933

ELLIE MAE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3288780
(I.R.S. Employer
Identification No.)

4420 Rosewood Drive, Suite 500

**Pleasanton, California
(Address of Principal Executive Offices)**

**94588
(Zip Code)**

Brian Brown

Executive Vice President & General Counsel

Ellie Mae, Inc.

4420 Rosewood Drive, Suite 500

Pleasanton, California 94588

(925) 227-7000

(Telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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 of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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 number of the earlier effective registration statement for the same offering.

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

If the Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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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. (Check one):

Large accelerated filer

Accelerated filer

Non-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

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this Post-Effective Amendment) relates to the registration statement on Form S-3, Registration Number 333-212810 (the Registration Statement) of Ellie Mae, Inc. (the Registrant), registering the sale of 2,750,000 shares of Common Stock, par value \$0.0001.

On February 11, 2019, the Registrant entered into an Agreement and Plan of Merger (the Merger Agreement) with EM Eagle Purchaser, LLC, a Delaware limited liability company (Parent), and EM Eagle Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (Merger Sub), providing for the merger of Merger Sub with and into the Registrant (the Merger), with the Registrant surviving the Merger as a wholly owned subsidiary of Parent. Parent and Merger Sub were formed by affiliates of Thoma Bravo, LLC. On April 17, 2019, pursuant to the terms of the Merger Agreement, Parent acquired the Registrant through the Merger.

As a result of the Merger, the Registrant has terminated any and all offerings of securities pursuant to the Registration Statement. In accordance with the undertakings made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that had been registered which remain unsold at the termination of the offering, the Registrant hereby removes from registration any securities of the Registrant registered but unsold under the Registration Statement as of the date hereof. The Registration Statement is hereby amended to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Ellie Mae, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on April 17, 2019.

ELLIE MAE, INC.

By: /s/ Brian Brown

Name: Brian Brown

Title: Executive Vice President and

General Counsel

[Signature Page to Post-Effective Amendment to S-3]