

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

**ServiceTitan, Inc.**

(Exact name of Registrant as specified in its charter)

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

**26-0331862**  
(I.R.S. Employer  
Identification Number)

**800 N. Brand Blvd., Suite 100**  
**Glendale, California**  
(Address of principal executive offices, including zip code)

**2024 Incentive Award Plan**  
**2024 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Ara Mahdessian**  
Chief Executive Officer  
800 N. Brand Blvd.  
Suite 100  
Glendale, California 91203  
(855) 899-0970  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Tad J. Freese**  
**Sarah B. Axtell**  
**Latham & Watkins LLP**  
140 Scott Drive  
Menlo Park, California 94025  
(650) 328-4600

**Dave Sherry**  
**Olive Huang**  
**Scott Booth**  
**ServiceTitan, Inc.**  
800 N. Brand Blvd.  
Suite 100  
Glendale, California 91203  
(855) 899-0970

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 type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" 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.

## EXPLANATORY NOTE

ServiceTitan, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) to register 5,397,580 additional shares of the Registrant’s Class A common stock, par value \$0.001 per share (“**Common Stock**”) issuable under the Registrant’s 2024 Incentive Award Plan and the Registrant’s 2024 Employee Stock Purchase Plan (collectively, the “**Plans**”), which such Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed with the Commission on December 12, 2024 (File No. 333-283742) (the “**Prior Registration Statement**”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of Common Stock issuable under the Plans are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

### PART I

#### INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended January 31, 2025, filed with the Commission on [April 1, 2025](#) (the “**Annual Report**”);
- (2) All other reports filed 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 (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-42434) filed with the Commission on [December 9, 2024](#), pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and 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 reports and 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 into 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

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modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the Registrant's amended and restated certificate of incorporation includes provisions that may eliminate the personal liability of its directors and officers for monetary damages for breach of their fiduciary duty as directors and officers.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, the amended and restated certificate of incorporation and amended and restated bylaws of the Registrant provide that:

- The Registrant shall indemnify its directors and officers for serving the Registrant in those capacities or for serving other business enterprises at the Registrant's request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- The Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.
- The Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, except that such director or officer shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.
- The Registrant will not be obligated pursuant to its amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings authorized by the Registrant's board of directors or brought to enforce a right to indemnification.
- The rights conferred in the amended and restated certificate of incorporation and amended and restated bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers, employees, and agents and to obtain insurance to indemnify such persons.
- The Registrant may not retroactively amend the bylaw provisions to reduce its indemnification obligations to directors, officers, employees, and agents.

The Registrant's policy is to enter into separate indemnification agreements with each of its directors and executive officers that provide the maximum indemnity allowed to directors and officers by Section 145 of the Delaware General Corporation Law and also to provide for certain additional procedural protections. The Registrant also maintains directors and officers insurance to insure such persons against certain liabilities.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its executive officers and directors may be sufficiently broad to permit indemnification of the Registrant's executive officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

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**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant, as amended.</a>	8-K	001-42434	3.1	12/13/2024
4.2	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	8-K	001-42434	3.2	12/13/2024
4.3	<a href="#">Form of Class A common stock certificate of the Registrant.</a>	S-1	333-283296	4.2	11/18/2024
5.1*	<a href="#">Opinion of Latham &amp; Watkins LLP.</a>				
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</a>				
23.2*	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1 hereto).</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page hereto).</a>				
99.1#	<a href="#">ServiceTitan, Inc. 2024 Incentive Award Plan and related form agreements.</a>	S-1	333-283296	10.2	12/10/2024
99.2#	<a href="#">ServiceTitan, Inc. 2024 Employee Stock Purchase Plan and related form agreements.</a>	S-1	333-283296	10.3	12/10/2024
107.1*	<a href="#">Filing Fee Table.</a>				

\* Filed herewith.

# Indicates management contract or compensatory plan.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

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*Provided, however*, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## 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 Glendale, State of California, on April 1, 2025.

### SERVICETITAN, INC.

By: /s/ Ara Mahdessian  
Ara Mahdessian  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ara Mahdessian, Vahe Kuzoyan and Dave Sherry, and each one of them, as their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their 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 sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ara Mahdessian</u> Ara Mahdessian	Chief Executive Officer and Director (Principal Executive Officer)	April 1, 2025
<u>/s/ Dave Sherry</u> Dave Sherry	Chief Financial Officer (Principal Financial Officer)	April 1, 2025
<u>/s/ Michele O'Connor</u> Michele O'Connor	Chief Accounting Officer (Principal Accounting Officer)	April 1, 2025
<u>/s/ Vahe Kuzoyan</u> Vahe Kuzoyan	President and Director	April 1, 2025
<u>/s/ Nina Achadjian</u> Nina Achadjian	Director	April 1, 2025
<u>/s/ Michael Brown</u> Michael Brown	Director	April 1, 2025
<u>/s/ Tim Cabral</u> Tim Cabral	Director	April 1, 2025
<u>/s/ Byron Deeter</u> Byron Deeter	Director	April 1, 2025
<u>/s/ Ilya Golubovich</u> Ilya Golubovich	Director	April 1, 2025
<u>/s/ William Griffith</u> William Griffith	Director	April 1, 2025

/s/ William Hsu  
William Hsu

Director

April 1, 2025

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Menlo Park, California 94025  
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# LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
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Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Hamburg Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

April 1, 2025

ServiceTitan, Inc.  
800 N. Brand Blvd., Suite 100  
Glendale, California 91203

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as counsel to ServiceTitan, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of 5,397,580 additional shares of Class A common stock, \$0.001 par value per share (the “**Shares**”), which may be issued pursuant to the Company’s 2024 Incentive Award Plan (the “**2024 Plan**”) and the Company’s 2024 Employee Stock Purchase Plan (the “**ESPP**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

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Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the 2024 Plan and the ESPP, assuming in each case that the individual issuances, grants or awards under the 2024 Plan and the ESPP are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2024 Plan and the ESPP, as applicable (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ServiceTitan, Inc. of our report dated April 1, 2025 relating to the financial statements, which appears in ServiceTitan, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2025.

/s/ PricewaterhouseCoopers LLP  
Los Angeles, California  
April 1, 2025

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## Calculation of Filing Fee Table

## Form S-8

(Form Type)

## ServiceTitan, 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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock reserved for issuance pursuant to awards under the Registrant's 2024 Employee Stock Purchase Plan (the "ESPP")	457(h)	900,483 <sup>(2)</sup>	\$80.37 <sup>(3)</sup>	\$72,371,818.71	\$153.10 per \$1,000,000	\$11,080.12
Equity	Class A common stock reserved for issuance pursuant to awards under the Registrant's 2024 Incentive Award Plan (the "2024 Plan")	457(h)	4,497,097 <sup>(4)</sup>	\$94.56 <sup>(5)</sup>	\$425,245,492.32	\$153.10 per \$1,000,000	\$65,105.08
<b>Total Offering Amounts</b>					<b>\$497,626,315.86</b>		<b>\$76,185.21</b>
<b>Total Fee Offsets<sup>(6)</sup></b>							<b>N/A</b>
<b>Net Fee Due</b>							<b>\$76,185.21</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "*Securities Act*"), this registration statement ("*Registration Statement*") shall also cover any additional shares of Class A common stock (the "*Common Stock*") that become issuable under the 2024 Plan and the ESPP, by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that results in an increase to the number of outstanding shares of Common Stock.
- (2) Represents 900,483 additional shares of the Registrant's Common Stock available for issuance under the ESPP pursuant to the provision of the ESPP providing for an annual automatic increase in the number of shares reserved for issuance under the ESPP.
- (3) The offering price per unit and in the aggregate are estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee, based on the average of the high and low sales prices of the Common Stock reported on the on the Nasdaq Global Select Market on March 31, 2025, multiplied by 85%, which is the percentage of the price per share applicable to purchasers under the ESPP.
- (4) Represents 4,497,097 additional shares of the Registrant's Common Stock available for issuance under the 2024 Plan pursuant to the provision of the 2024 Plan providing for an annual automatic increase in the number of shares reserved for issuance under the 2024 Plan.
- (5) The offering price per unit and in the aggregate are estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee, based on the average of the high and low sales prices of the Common Stock reported on the Nasdaq Global Select Market on March 31, 2025.
- (6) The Registrant does not have any fee offsets.

