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

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

**iRobot Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation or Organization)

**77-0259335**

(I.R.S. Employer Identification No.)

**iRobot Corporation**

**8 Crosby Drive**

**Bedford, Massachusetts 01730**

(Address of Principal Executive Offices, including zip code)

**2018 Stock Option and Incentive Plan**

(Full Title of the Plan)

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**Colin M. Angle**

**Chairman of the Board and Chief Executive Officer**

**iRobot Corporation**

**8 Crosby Drive**

**Bedford, Massachusetts 01730**

(Name and Address of Agent For Service)

**(781) 430-3000**

(Telephone Number, including Area Code, of Agent For Service)

*Copy to:*

**Mark T. Bettencourt, Esq.**

**Gregg Katz, Esq.**

**Goodwin Procter LLP**

**100 Northern Ave.**

**Boston, Massachusetts 02210**

**(617) 570-1000**

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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input 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.

#### CALCULATION OF REGISTRATION FEE

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<b>Title of Securities To Be Registered</b>	<b>Amount To Be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(3)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(3)</sup></b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share	745,000 <sup>(2)</sup>	\$80.92	\$60,285,400	\$7,825.04

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 745,000 shares issuable under the iRobot 2018 Stock Options and Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act and based on the average of the high and low sale prices of the registrant's Common Stock, as quoted on the NASDAQ Global Select Market, on June 25, 2020.

## Part I

### EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering 745,000 additional shares of common stock, par value \$0.01 per share ("Common Stock") of iRobot Corporation (the "Registrant") that may be issued pursuant to equity awards granted pursuant to the iRobot Corporation 2018 Stock Option and Incentive Plan (the "2018 Plan"). On May 20, 2020, pursuant to an Amendment to the 2018 Plan, the number of shares of Common Stock reserved and available for issuance under the 2018 Plan increased by 745,000. This Registration Statement registers these additional 745,000 shares of Common Stock. The additional shares are of the same class as other securities for which a registration statement filed on Form S-8 (SEC File No. 333-225482) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No 333-225482) is hereby incorporated by reference pursuant to General Instruction E.

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## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">5.1*</a>	Opinion of Goodwin Procter LLP
<a href="#">23.1*</a>	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2*	Consent of PricewaterhouseCoopers LLP
24.1*	Power of Attorney (included as part of the signature page of this Registration Statement)
<a href="#">99.1*</a>	Amendment to the iRobot Corporation 2018 Stock Option and Incentive Plan

\* Filed herewith.

## 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 Bedford, Commonwealth of Massachusetts, on June 30, 2020.

iROBOT CORPORATION

By: /s/ Colin M. Angle

Colin M. Angle

Chairman of the Board and Chief

Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of iRobot Corporation (the "Company"), hereby severally constitute and appoint Colin M. Angle and Glen D. Weinstein, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 30, 2020.

**Signature****Title(s)**

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*/s/ Colin M. Angle*

Colin M. Angle

Chairman of the Board and Chief Executive Officer (Principal Executive Officer)

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*/s/ Julie Zeiler*

Julie Zeiler

Executive Vice President, Chief Financial Officer (Principal Financial Officer)

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*/s/ Karian Wong*

Karian Wong

Vice President, Finance (Principal Accounting Officer)

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*/s/ Mohamad Ali*

Mohamad Ali

Director

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*/s/ Michael Bell*

Michael Bell

Director

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*/s/ Deborah G. Ellinger*

Deborah G. Ellinger

Director

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*/s/ Elisha Finney*

Elisha Finney

Director

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*/s/ Ruey-Bin Kao*

Ruey-Bin Kao

Director

---

*/s/ Eva Manolis*

Eva Manolis

Director

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*/s/ Andrew Miller*

Andrew Miller

Director

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*/s/ Michelle V. Stacy*

Michelle V. Stacy

Director

June 30, 2020

iRobot Corporation  
8 Crosby Drive  
Bedford, Massachusetts 01730

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 745,000 shares (the “Shares”) of Common Stock, \$0.01 par value per share (“Common Stock”), of iRobot Corporation, a Delaware corporation (the “Company”), that may be issued pursuant to the Company’s 2018 Stock Option and Incentive Plan, as amended (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.

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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of iRobot Corporation of our report dated February 13, 2020 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in iRobot Corporation's Annual Report on Form 10-K for the year ended December 28, 2019.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

June 30, 2020

**AMENDMENT  
TO THE  
IROBOT CORPORATION  
2018 STOCK OPTION AND INCENTIVE PLAN**

WHEREAS, iRobot Corporation (the “Company”) maintains the iRobot Corporation 2018 Stock Option and Incentive Plan (the “Plan”), which was previously adopted by the Board of Directors on March 26, 2019 and approved by the stockholders of the Company on May 23, 2018;

WHEREAS, the Board of Directors of the Company believes that the number of shares of common stock of the Company (“Common Stock”) remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

WHEREAS, Section 16 of the Plan provides that the Board of Directors of the Company may amend the Plan at any time, subject to certain conditions set forth therein; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to amend the Plan, subject to stockholder approval, to increase both the aggregate number of shares of Common Stock available for issuance under the Plan, and the number of shares that may be issued in the form of Incentive Stock Options (as defined in the Plan) from 1,750,000 shares to 2,495,000 shares.

NOW, THEREFORE:

1. Increase in Shares. Section 3(a) of the Plan is hereby amended by deleting it in its entirety and replacing it with the following:

“The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 2,495,000 shares, subject to adjustment as provided in this Section 3. For purposes of this limitation, the shares of Stock underlying any awards under the Plan or the Company’s 2015 Stock Option and Incentive Plan that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan. Notwithstanding the foregoing, the following shares shall not be added to the shares authorized for grant under the Plan: (i) shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, and (ii) shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right upon exercise thereof. In the event the Company repurchases shares of Stock on the open market, such shares shall not be added to the shares of Stock available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that no more than 2,495,000 shares of the Stock may be issued in the form of Incentive Stock Options. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.”

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Company’s stockholders in accordance with applicable laws and regulations.

3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.

IN WITNESS WHEREOF, this Amendment to the Plan has been adopted by the Board of Directors of the Company this 24th day of March, 2020 and approved by the Company’s stockholders on May 20, 2020.