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

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

84-4636604
(I.R.S. Employer
Identification No.)

Address Not Applicable
(212) 284-7204
(Address of principal executive offices) (Zip code)

**TALKSPACE, INC. 2021 INCENTIVE AWARD PLAN
TALKSPACE, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

CT Corporation System
28 Liberty Street
New York, New York 10005
(Name and address of agent for service)

(877) 467-3525
(Telephone number, including area code, of agent for service)

Copies to:

Marc D. Jaffe, Esq.
Rachel W. Sheridan, Esq.
Latham & Watkins LLP
1271 Avenue of the Americas
New York, New York 10020
(212) 906-1200

John C. Reilly
General Counsel
Talkspace, Inc.
Address Not Applicable

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

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

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 7,642,436 shares of Talkspace, Inc.'s (the "Registrant") common stock to be issued pursuant to the Talkspace, Inc. 2021 Incentive Award Plan (the "2021 Plan") and an additional 1,528,487 shares of the Registrant's common stock to be issued pursuant to the 2021 Employee Stock Purchase Plan (the "2021 ESPP", and together with the 2021 Plan and, the "Plans") and for which a Registration Statement of the Registrant on Form S-8 relating to the Plans is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statement on [Form S-8 \(File No. 333-259165\)](#), filed with the Securities and Exchange Commission, relating to the Plans, are incorporated herein by reference.

Item 8. Exhibits

The following documents are filed as exhibits to this Registration Statement.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of Talkspace, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K/A (File No. 001-39314) filed on June 23, 2021)
4.2	Bylaws of Talkspace, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K/A (File No. 001-39314) filed on June 23, 2021).
5.1*	Opinion of Latham & Watkins LLP
23.1*	Consent of independent registered public accounting firm (Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global)
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	Talkspace, Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-259165) filed on August 30, 2021)
99.2	Talkspace, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-259165) filed on August 30, 2021)
107.1*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 New York, State of New York, on March 4, 2022.

TALKSPACE, INC.

By: /s/ Douglas Braunstein

Douglas Braunstein

Interim Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Douglas Braunstein and Jennifer Fulk, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, and 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 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 or necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Douglas Braunstein</u> Douglas Braunstein	Interim Chief Executive Officer, Chairman and Director <i>(Principal Executive Officer)</i>	March 4, 2022
<u>/s/ Jennifer Fulk</u> Jennifer Fulk	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 4, 2022
<u>/s/ Jeffrey M. Crowe</u> Jeffrey M. Crowe	Director	March 4, 2022
<u>/s/ Erez Shachar</u> Erez Shachar	Director	March 4, 2022
<u>/s/ Curtis Warfield</u> Curtis Warfield	Director	March 4, 2022
<u>/s/ Jacqueline Yeaney</u> Jacqueline Yeaney	Director	March 4, 2022
<u>/s/ Charles Berg</u> Charles Berg	Director	March 4, 2022
<u>/s/ Madhu Pawar</u> Madhu Pawar	Director	March 4, 2022

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LATHAM & WATKINS LLP

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Milan	

March 4, 2022

Talkspace, Inc.

Re: Talkspace, Inc. – Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Talkspace, 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 up to 9,170,923 shares (the “**Shares**”) of common stock, par value \$0.0001 per share, of the Company, which may be issued pursuant to the Talkspace, Inc. 2021 Incentive Award Plan (the “**2021 Incentive Plan**”) and the Talkspace, Inc. 2021 Employee Stock Purchase Plan (the “**ESPP**” and, together with the 2021 Incentive Plan, the “**Plans**”). 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 the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance 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 the foregoing and 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 only as to the General Corporation Law of the State of Delaware, as amended (the “**DGCL**”), and we express no opinion with respect to any other laws.

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 recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards 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 the Shares will be validly issued, fully paid and nonassessable. 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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Incentive Award Plan and 2021 Employee Stock Purchase Plan of Talkspace Inc. of our report dated February 25, 2022, with respect to the consolidated financial statements of Talkspace Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

Tel Aviv, Israel
March 4, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Talkspace, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2021 Incentive Award Plan	Equity	Common stock, par value \$0.0001 per share	Other	7,642,436 (2)	\$1.47 (4)	\$11,234,380.92	\$92.70 per \$1,000,000	\$1,041.43
2021 Employee Stock Purchase Plan	Equity	Common stock, par value \$0.0001 per share	Other	1,528,487 (3)	\$1.47 (4)	\$2,246,875.89	\$92.70 per \$1,000,000	\$208.29
Total Offering Amounts					\$13,481,256.81			\$1,249.71
Total Fee Offsets (5)								\$0.00
Net Fee Due								\$1,249.71

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, 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 an additional 7,642,436 shares issuable under the Talkspace, Inc. 2021 Incentive Award Plan (the “2021 Plan”) pursuant to the terms of the 2021 Plan.
- (3) Consists of an additional 1,528,487 shares issuable under the Talkspace, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) pursuant to the terms of the 2021 ESPP.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of Talkspace, Inc.’s (the “Registrant”) common stock as reported on The Nasdaq Global Select Market on March 3, 2022.
- (5) The Registrant does not have any fee offsets.