

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**Casa Systems, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

100 Old River Road  
Andover, Massachusetts  
(Address of Principal Executive Offices)

75-3108867  
(I.R.S. Employer  
Identification No.)

01810  
(Zip Code)

2017 Stock Incentive Plan  
(Full title of the plan)

Jerry Guo  
President, Chief Executive Officer and Chairman  
Casa Systems, Inc.  
100 Old River Road  
Andover, Massachusetts 01810  
(Name and address of agent for service)

(978) 688-6706  
(Telephone number, including area code, of agent for service)

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 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.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, \$0.001 par value per share	6,705,782 shares(3)	\$8.99	\$60,284,980	\$6,577.09

- (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 the Registrant's common stock, par value \$0.001 per share (the "Common Stock") that may from time to time be offered or issued under the Casa Systems, Inc. 2017 Stock Incentive Plan (the "2017 Plan") to prevent dilution resulting from stock splits, stock dividends, recapitalization or similar transactions effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for purposes of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based on the average of the high and low sale prices of the Registrant's common stock as reported on The NASDAQ Global Select Market on February 23, 2021.
- (3) Represents the cumulative total of automatic increases on January 1, 2019, and January 1, 2020, to the number of shares available for issuance under the 2017 Plan, in accordance with the automatic annual increase provision of the 2017 Plan. Shares available for issuance under the 2017 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on December 15, 2017 (File No. 333-222073).

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 6,705,782 shares of common stock, \$0.001 par value per share (the "Common Stock"), of Casa Systems, Inc. (the "Registrant"), which have been authorized and reserved for issuance under the Registrant's 2017 Stock Incentive Plan (the "2017 Plan"). The content of the Registrant's registration statement on Form S-8 filed with the SEC on December 15, 2017 ([File No. 333-222073](#)) relating to the 2017 Plan is incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Number	Description
4.1	<a href="#">Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38324), filed with the Commission on December 19, 2017).</a>
4.2	<a href="#">Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38324), filed with the Commission on December 19, 2017).</a>
4.3	<a href="#">Specimen Stock Certificate evidencing the shares of common stock (incorporated herein by reference to Exhibit 4.1 to the registration statement on Form S-1/A (File No. 333-221658), as amended, initially filed with the Commission on December 4, 2017).</a>
5.1*	<a href="#">Opinion of Goodwin Procter LLP, counsel to the Registrant</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>
23.2*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</a>
23.3*	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of attorney (included on the signature page)</a>
99.1	<a href="#">2017 Stock Incentive Plan (incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1 (File No. 333-221658) filed with the Securities and Exchange Commission on November 17, 2017).</a>

\* 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 Town of Andover, Commonwealth of Massachusetts, on this 25th day of February 2021.

CASA SYSTEMS, INC.

By: /s/ Jerry Guo  
Jerry Guo  
President, Chief Executive Officer and Chairman

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Jerry Guo and Scott Bruckner as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully 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 dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jerry Guo</u> <b>Jerry Guo</b>	President, Chief Executive Officer and Chairman (Principal Executive Officer)	February 25, 2021
<u>/s/ Scott Bruckner</u> <b>Scott Bruckner</b>	Chief Financial Officer (Principal Financial Officer)	February 25, 2021
<u>/s/ Matthew Slepian</u> <b>Matthew Slepian</b>	VP and Corporate Controller (Principal Accounting Officer)	February 25, 2021
<u>/s/ Lucy Xie</u> <b>Lucy Xie</b>	Senior Vice President of Operations and Director	February 25, 2021
<u>/s/ Susana D'Emic</u> <b>Susana D'Emic</b>	Director	February 25, 2021
<u>/s/ Bruce R. Evans</u> <b>Bruce R. Evans</b>	Director	February 18, 2021
<u>/s/ Michael T. Hayashi</u> <b>Michael T. Hayashi</b>	Director	February 18, 2021
<u>/s/ Daniel S. Mead</u> <b>Daniel S. Mead</b>	Director	February 22, 2021
<u>/s/ Bill Styslinger</u> <b>Bill Styslinger</b>	Director	February 18, 2021

## OPINION AND CONSENT OF COUNSEL TO THE REGISTRANT

February 25, 2021

Casa Systems, Inc.  
100 Old River Road  
Andover, Massachusetts 01810

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 6,705,782 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Casa Systems, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2017 Stock 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.

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 2017 Stock Incentive Plan of Casa Systems, Inc. of our report dated February 25, 2021, with respect to the consolidated financial statements of Casa Systems, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
February 25, 2021

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Casa Systems, Inc. of our report dated February 27, 2020, except for the presentation of disaggregated revenue discussed in Note 15, as to which the date is February 25, 2021, relating to the financial statements, which appears in Casa Systems, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
February 25, 2021