

Bridgepoint Education Inc
 Form S-8
 May 21, 2013

As Filed with the Securities and Exchange Commission on May 21, 2013
 Registration No. 333-
 UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

Bridgepoint Education, Inc.
 (Exact name of registrant as specified in its charter)

Delaware 59-3551629
 (State or other jurisdiction of incorporation) (IRS Employer Identification No.)

13500 Evening Creek Drive North, Suite 600
 San Diego, California 92128

(Address of principal executive offices) (Zip Code)
 Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013)

(Full title of the plans)
 Andrew S. Clark
 CEO and President

Bridgepoint Education, Inc.
 13500 Evening Creek Drive North, Suite 600
 San Diego, California, 92128
 (Name and Address of Agent For Service)
 (858) 668-2586
 (Telephone number, including area code, of agent for service)

Copy to:
 Martin J. Waters, Esq.
 Wilson Sonsini Goodrich & Rosati, PC
 12235 El Camino Real, Suite 200
 San Diego, CA 92130-3002
 Telephone: (858) 350-2300
 Facsimile: (858) 350-2399

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.

Large accelerated filer Accelerated filer Non-accelerated filer
 (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Registration Fee
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		Per Share	Offering Price	
Common Stock, par value \$0.01 per share:				
To be issued under the Bridgepoint Education, Inc. 2009 Stock Incentive Plan	2,038,683	shares \$12.385	(2) \$25,249,088.96	\$3,443.98

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall cover any additional securities that may from time to time be offered or issued under the adjustment provisions of the employee benefit plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on May 17, 2013.

REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E

This registration statement registers 2,038,683 additional shares of our common stock that may be issued pursuant to the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013), commencing May 13, 2013.

In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8 (File No. 333-159220) filed by us with the Securities and Exchange Commission (“SEC”) on May 13, 2009, are incorporated by reference into this registration statement. In addition, the following documents filed with the SEC are hereby incorporated by reference into this registration statement:

- (a) Annual Report on Form 10-K filed on March 12, 2013, as amended on May 17, 2013;
- (b) Quarterly Report on Form 10-Q filed on May 15, 2013 (and related Form 12b-25 filed in connection therewith on May 10, 2013);
- (c) Current Reports on Form 8-K filed on March 21, 2013, May 10, 2013 and May 16, 2013; and
- (d) The description of our common stock which is contained in the registration statement on Form 8-A filed on March 30, 2009.

In addition, all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

See Index to Exhibits.

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 San Diego, State of California, on May 21, 2013.

BRIDGEPOINT EDUCATION, INC.

By: /s/ ANDREW S. CLARK
Name: Andrew S. Clark
Title: CEO and President

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 date indicated.

Name and Signature	Title	Date
/s/ ANDREW S. CLARK Andrew S. Clark	CEO (Principal Executive Officer and President and a Director)	May 21, 2013
/s/ DANIEL J. DEVINE Daniel J. Devine	Executive Vice President/Chief Financial Officer (Principal Financial Officer)	May 21, 2013
/s/ BRANDON J. POPE Brandon J. Pope	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	May 21, 2013

Directors:

Ryan Craig
Dale Crandall
Marye Anne Fox
Patrick T. Hackett
Robert Hartman
Andrew M. Miller
Adarsh Sarma

By: /s/ ANDREW S. CLARK
Andrew S. Clark
Attorney-In-Fact
May 21, 2013

INDEX TO EXHIBITS

Exhibit	Description of Document
4.1	Fifth Amended and Restated Certificate of Incorporation of Bridgepoint Education, Inc. (incorporated herein by reference to Exhibit 3.1 to the registrant's Form 10-Q filed with the SEC on May 21, 2009).
4.2	Second Amended and Restated Bylaws of Bridgepoint Education, Inc. (incorporated herein by reference to Exhibit 3.4 to the registrant's Registration Statement on Form S-1, File No. 333-156408, initially filed with the SEC on December 22, 2008).
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, PC.
23.1	Consent of PricewaterhouseCoopers LLP, an Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, PC (included in Exhibit 5.1).
24.1	Power of Attorney — Bridgepoint Education, Inc. Directors.
99.1	Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013) (incorporated herein by reference to Exhibit 10.1 to the registrant's Form 8-K filed with the SEC on May 16, 2013).
99.2	Form of Nonstatutory Stock Option Agreement for Executives and Senior Management for the 2009 Stock Incentive Plan (incorporated herein by reference to Exhibit 99.4 to the registrant's Registration Statement on Form S-8, File No. 333-159220, filed with the SEC on May 13, 2009).
99.3	Form of Incentive Stock Option Agreement for Executives and Senior Management for the 2009 Stock Incentive Plan (incorporated herein by reference to Exhibit 99.5 to the registrant's Registration Statement on Form S-8, File No. 333-159220, filed with the SEC on May 13, 2009).
99.4	Form of Restricted Stock Unit Award Agreement (Deferred Settlement) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the registrant's Form 8-K filed June 27, 2011).
99.5	Form of Restricted Stock Unit Award Agreement (General) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.2 to the registrant's Form 8-K filed June 27, 2011).
99.6	Form of Restricted Stock Unit Award Agreement for the 2009 Stock Incentive Plan (Non-Employee Director - Annual Grant) (incorporated by reference to Exhibit 10.1 to the registrant's Form 10-Q filed May 15, 2013).
99.7	Form of Restricted Stock Unit Award Agreement for the 2009 Stock Incentive Plan (General - Annual Grant) (incorporated by reference to Exhibit 10.2 to the registrant's Form 10-Q filed May 15, 2013).
99.8	Form of Restricted Stock Unit Award Agreement for the 2009 Stock Incentive Plan (General - Employee Annual Grant) (incorporated by reference to Exhibit 99.1 to the registrant's Form 8-K filed May 16, 2013).