

Bridgepoint Education Inc
 Form S-8
 January 14, 2016

As Filed with the Securities and Exchange Commission on January 14, 2016
 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 92128
 San Diego, California
 (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
 San Diego, CA 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 Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, par value \$0.01 per share:

To be issued under the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013)	916,993	shares	\$6.975	(2)	\$6,396,026.18	\$644.08
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(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also 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 Rule 457(c) and Rule 457(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 January 7, 2016.

REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the "Registration Statement") registers 916,993 additional shares of common stock, par value \$0.01 per share, of Bridgepoint Education, Inc. (the "Registrant") that may be issued pursuant to the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated May 13, 2013), commencing January 1, 2016.

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 the Registrant with the Securities and Exchange Commission (the "SEC") on May 13, 2009 are incorporated by reference into this Registration Statement, except as modified or superseded hereby.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the SEC are hereby incorporated by reference into this Registration Statement:

(a) Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed on March 10, 2015;

(b) Quarterly Reports on Form 10-Q filed on May 5, 2015, August 4, 2015 and November 6, 2015;

Current Reports on Form 8-K filed on February 3, 2015, February 6, 2015, March 19, 2015, March 26, 2015,

(c) March 31, 2015, May 14, 2015, July 9, 2015, July 17, 2015, August 11, 2015, August 14, 2015, October 1, 2015, October 23, 2015, December 16, 2015, December 17, 2015 and December 29, 2015; and

The description of the Registrant's common stock contained in the Registration Statement on Form 8-A filed by the

(d) Registrant on March 30, 2009, including any subsequent amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, 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 and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to be furnished and not filed under Item 2.02 or Item 7.01 of Form 8-K shall not be deemed to be 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 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 is 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.

Item 8. Exhibits.

The accompanying Index to Exhibits is incorporated herein by reference.

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 January 14, 2016.

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 and President and Director (Principal Executive Officer)	January 14, 2016
/s/ KEVIN ROYAL Kevin Royal	Executive Vice President/Chief Financial Officer (Principal Financial Officer)	January 14, 2016
/s/ RUSSELL SAKAMOTO Russell Sakamoto	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	January 14, 2016

Directors:

Ryan Craig
Dale Crandall
Marye Anne Fox
Patrick T. Hackett
Robert Hartman
Victor K. Nichols
Adarsh Sarma

By: /s/ ANDREW S. CLARK
Andrew S. Clark
Attorney-In-Fact
January 14, 2016

INDEX TO EXHIBITS

Exhibit	Description of Document
4.1	Fifth Amended and Restated Certificate of Incorporation of Bridgepoint Education, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed with the SEC on May 21, 2009).
4.2	Second Amended and Restated Bylaws of Bridgepoint Education, Inc. (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-156408) filed with the SEC on March 20, 2009).
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 to this Registration Statement).
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 by reference to Exhibit 10.1 to the Registrant's Current Report on 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 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 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 Nonstatutory Stock Option Agreement (effective March 2011) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 filed with the SEC on May 3, 2011).
99.5	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 Current Report on Form 8-K filed with the SEC on June 27, 2011).
99.6	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 Current Report on Form 8-K filed with the SEC on June 27, 2011).
99.7	Form of Restricted Stock Unit Award Agreement (Non-Employee Director - Annual Grant) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed with the SEC on May 15, 2013).
99.8	Form of Restricted Stock Unit Award Agreement (General - Employee Annual Grant) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 16, 2013).
99.9†	Form of Performance Stock Unit Award Agreement for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 23, 2014).
99.10	Amendment to Performance Stock Unit Award Agreement for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the SEC on March 10, 2015).

Portions of this exhibit have been omitted pursuant to a request for confidential treatment and the non-public information has been filed separately with the SEC.