

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

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

**INTEGRAL AD SCIENCE HOLDING CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**83-0731995**

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

**Not applicable<sup>1</sup>**

(Address of Principal Executive Offices)

(Zip Code)

**Integral Ad Science Holding Corp. 2021 Omnibus Incentive Plan**

(Full Title of the Plan)

**Lisa Utschneider  
Chief Executive Officer  
c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801**

(Name and address of agent for service)

**(302) 777-0200**

(Telephone number, including area code, of agent for service)

**Copies to:**

**Robert E. Goedert, P.C.  
Ana Sempertegui  
Kirkland & Ellis LLP  
300 North LaSalle  
Chicago, Illinois 60654  
(312) 862-2000**

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.

<sup>1</sup>Any stockholder or other communication required to be sent to our principal executive offices may be directed to our mailing address: 99 Wall Street, #1950, New York, NY 10005.

## EXPLANATORY NOTE

Integral Ad Science Holding Corp. (the “Registrant”) is filing this Registration Statement on Form S-8 with the United States Securities and Exchange Commission (the “Commission”) to register up to 20,000,000 additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), reserved for issuance under the Integral Ad Science Holding Corp. 2021 Omnibus Incentive Plan (the “Plan”), to include shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan and as a result of annual evergreen increases under the Plan. In accordance with General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-257619), filed by the Registrant with the Commission on July 1, 2021.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Certificate of Incorporation of Integral Ad Science Holding Corp., dated June 29, 2021 (incorporated by reference to Exhibit 3.1 to Company's Current Report on Form 8-K filed with the Commission on July 2, 2021).
4.2	Bylaws of Integral Ad Science Holding Corp., dated June 29, 2021 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on July 2, 2021).
5.1*	Opinion of Kirkland & Ellis LLP.
10.1	Integral Ad Science Holding Corp. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the Commission on August 12, 2021).
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2*	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature pages hereto).
107*	Filing Fee Table.

\* 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 New York, State of New York, on May 31, 2023.

INTEGRAL AD SCIENCE HOLDING CORP.

By: /s/ Tania Secor

Name: Tania Secor

Title: Chief Financial Officer

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lisa Utzschneider and Tania Secor and each or any one of them, their true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for each of the undersigned in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange 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 and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes or substitute, 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 indicated on May 31, 2023.

<u>Name</u>	<u>Position</u>
<u>/s/ Lisa Utzschneider</u> Lisa Utzschneider	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Tania Secor</u> Tania Secor	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Anil Sukumaran</u> Anil Sukumaran	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Rod Aliabadi</u> Rod Aliabadi	Director
<u>/s/ Otto Berkes</u> Otto Berkes	Director

/s/ Michael Fosnaugh Director  
Michael Fosnaugh

/s/ Bridgette Heller Director  
Bridgette Heller

/s/ Christina Lema Director  
Christina Lema

/s/ Brooke Nakatsukasa Director  
Brooke Nakatsukasa

/s/ Jill Putman Director  
Jill Putman

/s/ Martin Taylor Director  
Martin Taylor

**Calculation of Filing Fee Table**  
**Form S-8**  
(Form Type)  
**Integral Ad Science Holding Corp.**  
(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(3)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	20,000,000 <sup>(2)</sup>	\$ 17.66	\$353,200,000.00	0.0001102	\$ 38,922.64
<b>Total Offering Amounts</b>					<b>\$353,200,000.00</b>		<b>\$ 38,922.64</b>
<b>Total Fee Offsets</b>							<b>—</b>
<b>Net Fee Due</b>							<b>\$ 38,922.64</b>

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of Integral Ad Science Holding Corp.’s (the “Registrant”) common stock, par value \$0.001 per share (the “Common Stock”), that become issuable under the Integral Ad Science Holding Corp. 2021 Omnibus Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.

(2) This Registration Statement covers an additional 20,000,000 shares of the Common Stock, which are issuable pursuant to the Plan, including shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan and as a result of annual evergreen increases under the Plan.

(3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$17.66, the average of the high and low prices of the Common Stock as reported on The Nasdaq Stock Market LLC on May 23, 2023, which date is within five business days prior to the filing of this Registration Statement.

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

May 31, 2023

300 North LaSalle  
Chicago, IL 60654  
United States

+1 312 862 2000  
www.kirkland.com

Facsimile:  
+1 312 862 2200

Integral Ad Science Holding Corp.  
99 Wall Street, #1950  
New York, NY 10005

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as special counsel to Integral Ad Science Holding Corp., a Delaware corporation (the “Company”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), with the Securities and Exchange Commission (the “Commission”) covering the offering of up to 20,000,000 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), under the Integral Ad Science Holding Corp. 2021 Omnibus Incentive Plan (the “Plan”), which include shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan and as a result of the annual evergreen increases under the Plan.

In connection therewith, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the organizational documents of the Company, including the Certificate of Incorporation and Bylaws, (ii) minutes and records of the corporate proceedings of the Company, (iii) the Plan and the forms of award agreements used thereunder and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares are duly authorized and (i) when the Registration Statement related to the Shares becomes effective under the Act, (ii) when the Shares have been duly issued in accordance with the terms of the Plan and the award agreements thereunder, (iii)

# KIRKLAND & ELLIS LLP

Integral Ad Science Holding Corp.  
May 31, 2023  
Page 2

when the Shares are duly countersigned by the Company's registrar and (iv) upon receipt by the Company of the consideration to be paid therefor, the Shares will be validly issued, fully paid and nonassessable.

Our opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving this 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.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion after the date of effectiveness should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof. This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

Sincerely,

/s/ KIRKLAND & ELLIS LLP

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KIRKLAND & ELLIS 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 Integral Ad Science Holding Corp. of our report dated March 2, 2023 relating to the financial statements, which appears in Integral Ad Science Holding Corp's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP  
New York, New York  
May 31, 2023