

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

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

AvePoint, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

83-4461709
(IRS Employer Identification No.)

525 Washington Blvd, Suite 1400
Jersey City, NJ
(Address of principal executive offices)

07310
(Zip Code)

AvePoint, Inc. 2021 Equity Incentive Plan
AvePoint, Inc. 2021 Employee Stock Purchase Plan
(Full title of the plan)

Brian Michael Brown
Chief Legal Officer and Compliance Officer, and Secretary

AvePoint, Inc.
901 East Byrd Street, Suite 900
Richmond, VA 23219
(804) 372-8080

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

John T. McKenna
Izzy Lubarsky
Cooley LLP
3175 Hanover Street
Palo Alto, CA 940304
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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 ☒
Non-accelerated filer ☐

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

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement on Form S-8 (this “*Registration Statement*”) is filed by AvePoint, Inc. (the “*Company*”) for the purpose of registering an additional 10,753,802 shares of the Company’s common stock, par value \$0.0001 per share (“*Common Stock*”), issuable under the AvePoint, Inc. 2021 Equity Incentive Plan (the “*2021 EIP*”) as a result of the annual evergreen increase under the 2021 EIP, all of which were added on January 1, 2026, and an additional 9,476,433 shares of Common Stock issuable under the AvePoint, Inc. 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”) as a result of the annual evergreen increase under the 2021 ESPP, of which 1,818,218 shares were added on January 1, 2022, 1,852,776 shares were added on January 1, 2023, 1,846,524 shares were added on January 1, 2024, 1,940,705 shares were added on January 1, 2025, and 2,018,210 shares were added on January 1, 2026.

The shares of Common Stock registered pursuant to this Registration Statement are of the same class of securities as the shares of Common Stock registered pursuant to the previous Registration Statements on Form S-8 filed by the Company with the Securities and Exchange Commission (the “*Commission*”) on September 17, 2021 (File No. 333-259617) and May 1, 2025 (File No. 333-286910) (the “*Previous Forms S-8*”). The information contained in the Previous Forms S-8, including the information incorporated by reference therein and the periodic reports filed after the Previous Forms S-8 to maintain current information about the Company, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION NOT REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission, are incorporated by reference into this Registration Statement:

- (i) The Company’s Annual Report on Form 10-K (File No. 001-39048) for the fiscal year ended December 31, 2025, filed with the Commission on [February 26, 2026](#);
- (ii) The Company’s definitive proxy statement (File No. 001-39048) filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), with the Commission on [March 14, 2025](#) (including all exhibits); and
- (iii) The description of the Company’s Common Stock contained in Exhibit 4.2 to the Company’s Annual Report on Form 10-K (File No. 001-39048), filed with the Commission on [February 26, 2026](#), including any amendments or reports filed for the purpose of updating, amending, or otherwise modifying such description.

In addition, all documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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

Item 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference				Filed Herewith
		Schedule/ Form	File No.	Exhibit	Filing Date	
3.1*	Third Amended and Restated Certificate of Incorporation of AvePoint, Inc.	Form 8-K	001-39048	3.1	May 9, 2024	
3.2*	Amended and Restated Bylaws of AvePoint, Inc.	Form 8-K	001-39048	3.2	March 31, 2023	
4.1*	Specimen Common Stock Certificate.	Form S-4/A	333-252712	4.4	May 20, 2021	
5.1	Opinion of Brian Michael Brown, Chief Legal and Compliance Officer of the Company.					X
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
23.2	Consent of Brian Michael Brown, Chief Legal and Compliance Officer of the Company (contained in the opinion filed as Exhibit 5.1 hereto).					X
24.1	Power of Attorney (included in the signature page of this Registration Statement).					X
99.1*	AvePoint, Inc. 2021 Equity Incentive Plan.	Form S-4	333-252712	10.18	February 4, 2021	
99.2*	Form of Stock Option Grant Package under AvePoint, Inc. 2021 Equity Incentive Plan.	Form 8-K	001-39048	10.13	July 7, 2021	
99.3*	Form of RSU Grant Package under AvePoint, Inc. 2021 Equity Incentive Plan.	Form 8-K	001-39048	10.14	July 7, 2021	
99.4*	Form of PSU Grant Package under AvePoint, Inc. 2021 Equity Incentive Plan.	Form S-8	333-286910	99.4	May 1, 2025	
99.5*	AvePoint, Inc. 2021 Employee Stock Purchase Plan.	Form S-4	333-252712	10.19	February 4, 2021	
107	Filing Fee Table.					X

* Previously Filed

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 City of Richmond, Commonwealth of Virginia, on this 26th day of February, 2026.

AVEPOINT, INC.

By: /s/ Brian Michael Brown
Brian Michael Brown
Chief Legal and Compliance Officer, and Secretary

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints each of Tianyi Jiang and Brian Michael Brown as his or her attorney-in-fact, with power of substitution, in his or her name and in the capacity indicated below, to do any and all acts and things and to execute in his or her name (whether on behalf of the AvePoint, Inc. (the “**Company**”) or as an officer or director of the Company, or otherwise) any and all instruments which said attorney-in-fact may deem necessary or advisable in order to enable the Company to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under the Securities Act of 1933, as amended, of shares of Common Stock of the Company issuable pursuant to the AvePoint, Inc. 2021 Equity Incentive Plan and the AvePoint, Inc. 2021 Employee Stock Purchase Plan and including specifically, but without limitation thereto, power and authority to sign his or her name to this Registration Statement on Form S-8 and any and all further amendments (including post-effective amendments), applications for amendment, or supplements to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute or substitutes, may 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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Xunkai Gong</u> Xunkai Gong	Executive Chairman and Director	February 26, 2026
<u>/s/ Tianyi Jiang</u> Tianyi Jiang	Chief Executive Officer and Director (Principal Executive Officer)	February 26, 2026
<u>/s/ Brian Michael Brown</u> Brian Michael Brown	Chief Legal and Compliance Officer, Secretary, and Director	February 26, 2026
<u>/s/ James Caci</u> James Caci	Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2026
<u>/s/ Janet Schijns</u> Janet Schijns	Director	February 26, 2026
<u>/s/ Jeff Teper</u> Jeff Teper	Director	February 26, 2026
<u>/s/ John Ho</u> John Ho	Director	February 26, 2026
<u>/s/ Jeff Epstein</u> Jeff Epstein	Director	February 26, 2026

OPINION OF COUNSEL

February 26, 2026

AvePoint, Inc.
901 East Byrd Street, Suite 900
Richmond, VA 23219

Re: AvePoint, Inc. Form S-8 Registration Statement

Ladies and Gentlemen:

I have acted as counsel for AvePoint, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation of a Registration Statement on Form S-8 (as it may be subsequently amended or supplemented, the “*Registration Statement*”) filed with the Securities and Exchange Commission (the “*Commission*”) on February 26, 2026 under the Securities Act of 1933, as amended (the “*Securities Act*”), by the Company. The Registration Statement relates to an aggregate of up to 10,758,146 shares of common stock of the Company, \$0.0001 par value per share (the “*Common Stock*”), issuable under the AvePoint, Inc. 2021 Equity Incentive Plan (the “*2021 EIP*”), and an aggregate of up to 9,497,331 shares of Common Stock issuable under the AvePoint, Inc. 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”).

In connection with this opinion, I have examined and relied upon such records, documents, and other instruments as in my judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth, including, but not limited to:

- (i) the organizational documents of the Company,
- (ii) the 2021 EIP,
- (iii) the 2021 ESPP, and
- (iv) the Registration Statement and the exhibits thereto.

In all such examinations, I have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to me as certified, conformed or photographic copies.

For purposes of this opinion, I have assumed that the Common Stock that may be issued pursuant to the 2021 EIP and the 2021 ESPP will continue to be duly authorized on the dates of such issuance.

The opinions expressed herein are limited in all respects to the General Corporation Law of the State of Delaware, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, I am of the opinion that:

- a. The Common Stock is duly authorized; and
- b. When issued pursuant to the 2021 EIP or the 2021 ESPP, respectively, the Common Stock will be validly issued, fully paid and nonassessable.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date that the Registration Statement becomes effective under the Securities Act, and I assume no obligation to (i) advise of facts or circumstances that come to my attention or changes in law that occur which could affect the opinions contained herein or (ii) 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 letter is being rendered solely for the benefit of the Company in connection with the Registration Statement.

This opinion may not be furnished to or relied upon by any person or entity for any purpose without my prior written consent and is not to be used, circulated, quoted, or otherwise relied upon for any other purposes. The opinion expressed above is subject to the qualification that I 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 (including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting the foregoing). I do not find it necessary for the purposes of this opinion, and accordingly I do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance of the Common Stock.

The opinion is further subject to (a) the effects of bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or similar laws relating to or affecting the rights or remedies of creditors and judicial application of foreign laws or governmental actions affecting creditors’ rights; and (b) the effects of general principles of equity, whether considered in a proceeding in equity or at law (including the possible availability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith, fair dealing, and the discretion of the court before which a proceeding is brought. I express no opinion or confirmation as to federal or state securities laws, tax laws, antitrust or trade regulation laws, insolvency or fraudulent transfer laws, antifraud laws, compliance with fiduciary requirements, pension or employee benefit laws, usury laws, environmental laws, margin regulations, laws and regulations relating to commodities trading, futures and swaps; Financial Industry Regulatory Authority rules; National Futures Association rules; or the rules of any stock exchange, clearing organization, designated contract market or other regulated entity for trading, processing, clearing, or reporting transactions in securities, commodities, futures, or swaps, export control, anti-money laundering, and anti-terrorism laws, and laws governing foreign investments in the United States (without limiting other laws or rules excluded by customary practice).

I consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the references to me in such Registration Statement.

Sincerely,
/s/ Brian Michael Brown
Name: Brian Michael Brown
Title: Chief Legal and
Compliance Officer, and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2026, relating to the financial statements of AvePoint, Inc. and the effectiveness of AvePoint, Inc.'s internal control over financial reporting appearing in the Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

New York, New York
February 26, 2026

Calculation of Filing Fee Tables

S-8

AvePoint, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value \$0.0001 per share	Other	10,753,802	\$ 10.09	\$ 108,505,862.18	0.0001381	\$ 14,984.66
2	Equity	Common Stock, par value \$0.0001 per share	Other	9,476,433	\$ 10.09	\$ 95,617,208.97	0.0001381	\$ 13,204.74
Total Offering Amounts:						\$ 204,123,071.15		\$ 28,189.40
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 28,189.40

Offering Note

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(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock of the Registrant ("Common Stock") which become issuable under the AvePoint, Inc. 2021 Equity Incentive Plan (the "2021 EIP") and the AvePoint, Inc. 2021 Employee Stock Purchase Plan ("2021 ESPP") 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) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$10.09 per share, which is the average of the high and low prices of Common Stock on February 24, 2026, as reported on the Nasdaq Global Select Market.

(3) Represents shares of Common Stock that were added to the shares authorized for issuance under the 2021 EIP on January 1, 2026, pursuant to an "evergreen" provision contained in the 2021 EIP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under the 2021 EIP will automatically increase on January 1st of each year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) 5.0% of the total number of shares of Common Stock outstanding on December 31st of the immediately preceding fiscal year and (b) a number determined by the Registrant's board of directors prior to the applicable January 1st.

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(4) Represents shares of Common Stock that were added to the shares authorized for issuance under the 2021 ESPP on January 1, 2022, January 1, 2023, January 1, 2024, January 1, 2025, and January 1, 2026, pursuant to an "evergreen" provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under the 2021 ESPP will automatically increase on January 1st of each year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) 1.0% of the total number of shares of Common Stock outstanding on December 31st of the immediately preceding fiscal year and (b) 2,018,210 shares of Common Stock.

(5) The Registrant does not have any fee offsets.

Table 2: Fee Offset Claims and Sources

☒ Not Applicable

									Security	Security	Unsold	Unsold Aggregate	Fee
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