

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CONTROL4 CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-1583209
(I.R.S. Employer
Identification No.)

**11734 S. Election Road
Salt Lake City, Utah 84020**
(Address of Principal Executive Offices) (Zip Code)

CONTROL4 CORPORATION 2013 STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)

**Martin Plaehn
Control4 Corporation
President and Chief Executive Officer
11734 S. Election Road
Salt Lake City, Utah 84020**
(Name and address of agent for service)

(801) 523-3100
(Telephone number, including area code, of agent for service)

Copies to:

**William J. Schnoor
Richard A. Kline
Michael J. Minahan**
Goodwin Procter LLP
601 Marshall Street
Redwood City, California 94063
(650) 752-3100

Joshua D. Ellis
General Counsel,
Chief Compliance Officer
and Corporate Secretary
11734 S. Election Road
Salt Lake City, Utah 84020
(801) 523-3100

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
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.

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
Common Stock, \$0.0001 par value per share (2013 Stock Option and Incentive Plan)	1,325,845(2)	\$ 18.19(3)	\$ 24,117,121	\$ 2,923.00

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock of Control4 Corporation (the "Registrant") which become issuable under the 2013 Stock Option and Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Reflects automatic annual increase on January 1, 2019 to the number of shares of the Registrant's Common Stock reserved for issuance under the

Plan, which annual increases are provided for in the Plan.

- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on \$18.19 per share, which represents the average of the high and low prices reported on the NASDAQ Global Select Market on February 8, 2019.

This Registration Statement shall become effective immediately upon filing in accordance with Section 8(a) of the Securities Act and 17 C.F.R. § 230.462 under the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2013 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2014, by an amount equal to up to five percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). On January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,325,845. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-190326) on August 2, 2013, is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-190326) is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the signature page for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen Common Stock Certificate of the Registrant(1)
4.2	2013 Stock Option and Incentive Plan and forms of award agreements thereunder(2)
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

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- (1) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-189736), filed previously with the Commission on July 18, 2013 and incorporated by reference herein.
- (2) Filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-189736), filed previously with the Commission on July 1, 2013 and incorporated by reference herein.

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 Salt Lake City, State of Utah, on February 12, 2019.

CONTROL4 CORPORATION

By: /s/ Martin Plaehn
Martin Plaehn
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Control4 Corporation, hereby severally constitute and appoint Martin Plaehn and Mark Novakovich, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below 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 other documents in connection therewith, with the 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 or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, 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 February 12, 2019.

<u>Signature</u>	<u>Title</u>
<u> /s/ Martin Plaehn</u> Martin Plaehn	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)
<u> /s/ Mark Novakovich</u> Mark Novakovich	Chief Financial Officer (Principal Financial and Accounting Officer)
<u> /s/ Rob Born</u> Rob Born	Director
<u> /s/ David C. Habiger</u> David C. Habiger	Director
<u> /s/ Jeremy Jaech</u> Jeremy Jaech	Director
<u> /s/ Mark E. Jensen</u> Mark E. Jensen	Director
<u> /s/ James Caudill</u> James Caudill	Director
<u> /s/ Phil Molyneux</u> Phil Molyneux	Director
<u> /s/ Maria Thomas</u> Maria Thomas	Director

February 12, 2019

Control4 Corporation
11734 S. Election Road
Salt Lake City, Utah 84020

Re: **Securities Being Registered under Registration Statement on Form S-8**

Ladies and Gentlemen:

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 1,325,845 shares (the "**Shares**") of Common Stock, par value \$0.0001 per share, of Control4 Corporation, a Delaware corporation (the "**Company**"), that may be issued pursuant to the Company's 2013 Stock Option and 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 2013 Stock Option and Incentive Plan of Control4 Corporation of our report dated February 11, 2019, with respect to the consolidated financial statements of Control4 Corporation and the effectiveness of internal control over financial reporting of Control4 Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, Utah
February 11, 2019
