

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

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

**KALEYRA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**82-3027430**  
(I.R.S. Employer  
Identification Number)

Via Marco D'Aviano, 2  
Milano MI, Italy 20131  
+39 02 288 5841

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kaleyra, Inc. 2019 Equity Incentive Plan**  
(Full title of the plan)

**Dario Calogero**  
Chief Executive Officer and President  
Kaleyra, Inc.  
Via Marco D'Aviano, 2  
Milano MI, Italy 20131  
+39 02 288 5841

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

Copy to:  
Jeffrey C. Selman, Esq.  
Benjamin G. Griebe, Esq.  
DLA Piper LLP (US)  
555 Mission Street, Suite 2400  
San Francisco, CA 94105  
(415) 615-6095

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

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 (2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.0001 par value	1,514,434	\$14.58	\$22,080,447.70	\$2,408.98

- (1) The number of shares of common stock, par value \$0.0001 per share (the "Common Stock"), stated above consists of additional shares of Common Stock available for issuance under the Kaleyra, Inc. 2019 Equity Incentive Plan, or the Plan, by operation of the Plan's "evergreen" provision. 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 which become issuable under the above-named 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 our outstanding shares of Common Stock.

- (2) The proposed maximum offering price is calculated pursuant Rule 457(c) and Rule 457(h) under the Securities Act based upon average of the high and low sale prices of the Common Stock as reported by the NYSE American on February 4, 2021.
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## EXPLANATORY NOTE

This Registration Statement has been filed by Kaleyra, Inc. (the “Registrant”) to register 1,514,434 additional shares of common stock to be offered pursuant to the Kaleyra, Inc. 2019 Equity Incentive Plan (the “Plan”).

Initial shares of the Plan were registered pursuant to that Registration Statement on Form S-8 (File No. 333-235575), filed with the Securities and Exchange Commission (the “Commission”) on December 18, 2019 (the “2019 Registration Statement”). Additional shares of the Plan were registered pursuant to that Registration Statement on Form S-8 (File No. 333-237871), filed with the Commission on April 28, 2020 (the “2020 Registration Statement”). Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the 2019 Registration Statement and the 2020 Registration Statement are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement:

- The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2019 filed with the Commission on April 22, 2020;
- The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2020 filed with the Commission on May 15, 2020 and [Form 10-Q/A](#) for the quarter ended March 31, 2020 filed with the Commission on May 19, 2020;
- The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended June 30, 2020 filed with the Commission on August 10, 2020;
- The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended September 30, 2020 filed with the Commission on November 9, 2020;
- The Registrant’s Current Report on [Form 8-K](#) filed with the Commission on December 14, 2020; and
- The description of the Registrant’s Common Stock contained in the Company’s Registration Statement on [Form 8-A](#) (File No. 0001-38320), filed with the Commission on November 25, 2019 pursuant to the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which 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.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for 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 following exhibits are filed as a part of or incorporated by reference into this Registration Statement:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
4.1	<a href="#">Second Amended and Restated Certificate of Incorporation of Kaleyra, Inc.</a>		8-K	12/02/2019	001-38320
4.2	<a href="#">Amended and Restated Bylaws of Kaleyra, Inc.</a>		8-K	12/02/2019	001-38320
4.3	<a href="#">Specimen Common Stock Certificate</a>		8-K	12/02/2019	001-38320
4.4	<a href="#">Kaleyra, Inc. 2019 Equity Incentive Plan</a>		8-K	12/02/2019	001-38320
5.1	<a href="#">Opinion of DLA Piper LLP (US)</a>	X			
23.1	<a href="#">Consent of BPM LLP, Independent Registered Public Accounting Firm</a>	X			
23.2	<a href="#">Consent of KPMG S.p.A., Independent Registered Public Accounting Firm</a>	X			
23.3	<a href="#">Consent of DLA Piper LLP (US) (included in Exhibit 5.1)</a>	X			
24.1	<a href="#">Powers of Attorney (included on signature page to this Registration Statement)</a>	X			

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Milan, Italy, on this 9<sup>th</sup> day of February, 2021.

### KALEYRA, INC.

By: /s/ Dario Calogero  
Name: Dario Calogero  
Title: Chief Executive Officer and President

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Dario Calogero and Giacomo Dall'Aglio and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 United States 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 he 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 substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dario Calogero</u> Dario Calogero	President, Chief Executive Officer, and Director (Principal Executive Officer)	February 9, 2021
<u>/s/ Giacomo Dall'Aglio</u> Giacomo Dall'Aglio	Chief Financial Officer (Principal Financial and Accounting Officer)	February 9, 2021
<u>/s/ Avi S. Katz</u> Dr. Avi S. Katz	Chairman of the Board of Directors	February 9, 2021
<u>/s/ Neil Miotto</u> Neil Miotto	Director	February 9, 2021
<u>/s/ John Mikulsky</u> John Mikulsky	Director	February 9, 2021
<u>/s/ Emilio Hirsch</u> Emilio Hirsch	Director	February 9, 2021
<u>/s/ Matteo Lodrini</u> Matteo Lodrini	Director	February 9, 2021

DLA Piper LLP (US)  
555 Mission Street, Suite 2400  
San Francisco, CA 94105-2933

February 9, 2021

Kaleyra, Inc.  
Via Marco D'Aviano, 2  
Milano MI, Italy 20131  
Attn: Dario Calogero

**Re: Registration Statement on Form S-8 of Kaleyra, Inc.**

Ladies and Gentlemen:

We have acted as counsel to Kaleyra, Inc., a Delaware corporation (the "**Company**"), in connection with the registration by the Company with the United States Securities and Exchange Commission (the "**Commission**") of 1,514,434 shares of the common stock, par value \$0.0001 per share (the "**Shares**"), of the Company issuable in accordance with the Kaleyra, Inc. 2019 Equity Incentive Plan (the "**Plan**"), pursuant to a Registration Statement on Form S-8 filed by the Company with the Commission on February 9, 2021 (the "**Registration Statement**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"). Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Registration Statement.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below, including (i) the form of Second Amended and Restated Certificate of Incorporation of the Company that is filed as Exhibit 4.1 to the Registration Statement; (ii) the Amended and Restated Bylaws of the Company that are filed as Exhibit 4.2 to the Registration Statement; (iii) the Registration Statement; (iv) the Specimen Common Stock Certificate that is filed as Exhibit 4.3 to the Registration Statement; and (v) the Plan that is filed as Exhibit 4.4 to the Registration Statement. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company. We have further assumed that each of the documents identified in clauses (i) through (v) above has been or will be adopted or filed as appropriate.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that, when the Registration Statement becomes effective under the Securities Act, the Shares, when delivered in accordance with the terms of the Plan upon receipt by the Company of adequate consideration therefor, will be validly issued, fully paid and non-assessable.

The opinions contained herein are limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the laws of any other state or jurisdiction. The opinion expressed herein is limited to the matters set forth in this letter and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby 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 promulgated thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 21, 2020, relating to the consolidated financial statements of Kaleyra, Inc., which appears in the Annual Report on Form 10-K of Kaleyra, Inc. for the year ended December 31, 2019.

/s/ BPM LLP

San Jose, California  
February 9, 2021

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
Kaleyra, Inc.

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Kaleyra, Inc. of our report dated July 31, 2019, with respect to the consolidated balance sheet of Kaleyra S.p.A. as of December 31, 2018, the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit), and cash flows for the year ended December 31, 2018, and the related notes, before the effects of the adjustments to retrospectively apply the accounting for the Business Combination described in Notes 1, 5 and 24, which report appears in the December 31, 2019 annual report on Form 10-K of Kaleyra, Inc.

/s/ KPMG S.p.A.

Milan, Italy  
February 9, 2021