

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

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

**APPIAN CORPORATION**

(Exact name of Registrant as specified in its charter)

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

**54-1956084**  
(I.R.S. Employer  
Identification No.)

**7950 Jones Branch Drive**  
**McLean, Virginia 22102**  
(Address of principal executive offices) (Zip code)

**Amended and Restated 2017 Equity Incentive Plan**  
(Full title of the plan)

**Matthew Calkins**  
**Chief Executive Officer and Chairman of the Board**  
**Appian Corporation**  
**7950 Jones Branch Drive**  
**McLean, Virginia 22102**  
**(703) 442-8844**

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

*Copies to:*

**Jaye Campbell**  
**General Counsel**  
**Appian Corporation**  
**7950 Jones Branch Drive**  
**McLean, Virginia 22102**  
**(703) 442-8844**

**Nicole Brookshire**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

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 | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input 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.

## PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (“Registration Statement”) is being filed for the purpose of registering an additional 10,000,000 shares of Class A Common Stock, \$0.0001 par value per share (“Common Stock”), of Appian Corporation (the “Company”) to be issued pursuant to the grant, settlement, or exercise of awards under the Amended and Restated Appian Corporation 2017 Equity Incentive Plan, which was further amended on June 3, 2026 to increase the available share reserve thereunder by 10,000,000 shares of Common Stock (as amended, the “Plan”).

At the Company’s Annual Meeting of Stockholders held on June 3, 2026, the Company’s stockholders approved the Plan and the authorization of an additional 10,000,000 shares of Common Stock for issuance under the Plan.

The shares of Common Stock registered hereby are of the same class as the 6,421,442 shares of Common Stock previously registered on an effective Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on May 30, 2017 (File No. 333-218342) (the “Existing Registration Statement”) and the contents of the Existing Registration Statement are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

## PART II

### ITEM 8. EXHIBITS

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Reference</b>  |
|--------------------|--|---|
| 4.1                | Amended and Restated Certificate of Incorporation of Appian Corporation. | <a href="#">Previously filed as Exhibit 3.2 to Amendment No.3 to the Company's Registration Statement on Form S-1 (File No. 333-217510), filed with the SEC on May 12, 2017), and incorporated herein by reference.</a> |
| 4.2                | Amended and Restated Bylaws of Appian Corporation.                       | <a href="#">Previously filed as Exhibit 3.4 to Amendment No.2 to the Company's Registration Statement on Form S-1 (File No. 333-217510), filed with the SEC on May 10, 2017), and incorporated herein by reference.</a> |
| 4.3                | Amended and Restated 2017 Equity Incentive Plan.                         | <a href="#">Previously filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, filed on April 22, 2026, and incorporated herein by reference.</a>  |
| 5.1                | Opinion of Davis Polk & Wardwell LLP.                                    | <a href="#">Filed herewith.</a>   |
| 23.1               | Consent of BDO USA, P.C., independent registered public accounting firm. | <a href="#">Filed herewith.</a>   |
| 23.2               | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).          | <a href="#">Filed herewith.</a>   |
| 24.1               | Power of Attorney (included on the signature page of this Form S-8).     | Filed herewith.   |
| 107.1              | Filing Fee Table.  | <a href="#">Filed herewith.</a>   |

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 McLean, Virginia, on this eighteenth day of June, 2026.

### APPIAN CORPORATION

By: /s/ Matthew Calkins

Matthew Calkins

Chief Executive Officer and Chairman of the Board

### POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Matthew Calkins, Srdjan Tanjga, and Jaye Campbell, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 and necessary to be done in connection therewith, as fully 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 or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>   | <b>Title</b>   | <b>Date</b>   |
|--|--|---------------|
| <u>/s/ Matthew Calkins</u><br><b>Matthew Calkins</b>                   | Chief Executive Officer and Chairman of the Board<br><i>(Principal Executive Officer)</i>        | June 18, 2026 |
| <u>/s/ Srdjan Tanjga</u><br><b>Srdjan Tanjga</b>                       | Chief Financial Officer<br><i>(Principal Financial Officer and Principal Accounting Officer)</i> | June 18, 2026 |
| <u>/s/ Michael Beckley</u><br><b>Michael Beckley</b>                   | Chief Technology Officer and Director  | June 18, 2026 |
| <u>/s/ Robert C. Kramer</u><br><b>Robert C. Kramer</b>                 | General Manager and Director   | June 18, 2026 |
| <u>/s/ Shirley Edwards</u><br><b>Shirley Edwards</b>                   | Director   | June 18, 2026 |
| <u>/s/ Carl "Boe" Hartman II</u><br><b>Carl "Boe" Hartman II</b>       | Director   | June 18, 2026 |
| <u>/s/ Barbara "Bobbie" Kilberg</u><br><b>Barbara "Bobbie" Kilberg</b> | Director   | June 18, 2026 |
| <u>/s/ David Link</u><br><b>David Link</b>                             | Director   | June 18, 2026 |
| <u>/s/ Mark Lynch</u><br><b>Mark Lynch</b>                             | Director   | June 18, 2026 |

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)

# Appian Corporation

(Exact Name of Registrant as Specified in its Charter)  
Newly Registered Securities

| Security Type                          | Security Class Title                               | Fee Calculation Rule | Amount Registered <sup>(1)</sup> | Proposed Maximum Offering Price Per Unit <sup>(2)</sup> | Maximum Aggregate Offering Price | Fee Rate  | Amount of Registration Fee |
|--|--|----------------------|----------------------------------|---|----------------------------------|-----------|----------------------------|
| Equity                                 | Class A Common Stock, par value \$0.0001 per share | Other                | 10,000,000                       | \$23.30   | \$233,000,000.00                 | 0.0001381 | \$32,177.30                |
| <b>Total Offering Amounts</b>          |  |                      |                                  |   | \$233,000,000.00                 |           | \$32,177.30                |
| <b>Total Fee Offsets<sup>(3)</sup></b> |  |                      |                                  |   |                                  |           | \$0.00                     |
| <b>Net Fee Due</b>                     |  |                      |                                  |   |                                  |           | \$32,177.30                |

<sup>(1)</sup> This Registration Statement on Form S-8 (this "Registration Statement") covers Class A common stock, par value US \$0.0001 per share ("Common Stock") of Appian Corporation (the "Company" or "Registrant") authorized for issuance under the Amended and Restated Appian Corporation 2017 Equity Incentive Plan (the "Plan") and pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional Common Stock that may become issuable under the Plan by reason of any stock dividend, stock split, or other similar transaction.

<sup>(2)</sup> Calculated solely for the purpose of this offering under Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on June 16, 2026.

<sup>(3)</sup> There are no fee offsets.

June 18, 2026

Appian Corporation  
7950 Jones Branch Drive  
McLean, VA 22102

Ladies and Gentlemen:

We have acted as special counsel to Appian Corporation, a Delaware corporation (the “**Company**”), and are delivering this opinion in connection with the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), for the registration of 10,000,000 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.0001 per share, issuable pursuant to the Appian Corporation Amended and Restated 2017 Equity Incentive Plan, effective as of June 3, 2026 (the “**Plan**”). This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K.

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion. We have also made such further legal and factual examinations and investigations as we have deemed necessary or advisable for purposes of expressing the opinion set forth herein.

This opinion letter is provided to the SEC for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon by any other person or for any other purpose without express written consent. No other opinion may be implied or inferred beyond that which is expressly stated below.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares covered by the Plan have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

Davis Polk & Wardwell LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on our reports dated February 19, 2026, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, of Appian Corporation (the Company), appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ BDO USA, P.C.  
McLean, Virginia  
June 18, 2026