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

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

COUCHBASE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-3576987
(I.R.S. Employer
Identification No.)

3250 Olcott Street
Santa Clara, California 95054
(Address of principal executive offices, including zip code)

2008 Equity Incentive Plan
2018 Equity Incentive Plan
(Full title of the plan)

Matthew M. Cain
President and Chief Executive Officer
3250 Olcott Street
Santa Clara, California 95054
(650) 417-7500
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Rezwan D. Pavri
Richard C. Blake
Andrew T. Hill
Lang Liu
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

Margaret Chow
Randy Li
Couchbase, Inc.
3250 Olcott Street
Santa Clara, California 95054
(650) 417-7500

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(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$0.00001 per share, issued pursuant to stock options granted under the 2008 Equity Incentive Plan and 2018 Equity Incentive Plan(3)	2,084,389	\$40.08	\$83,542,311.12	\$9,114.47

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Form S-8 (this “Registration Statement”) shall also cover any additional shares of the registrant’s common stock that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the registrant’s common stock.
- (2) Estimated in accordance with Rule 457(c) under the Securities Act (“Rule 457(c)”), the proposed maximum offering price per share is based on the average high and low prices of the common stock as reported on the Nasdaq Global Select Market as of September 9, 2021.
- (3) Represents 2,084,389 shares of common stock under the Couchbase, Inc. 2008 Equity Incentive Plan and 2018 Equity Incentive Plan (together, the “Plans”) issued to certain current and former employees, consultants, and advisors of the registrant upon exercise of stock option awards or pursuant to restricted stock awards.

EXPLANATORY NOTE

This Registration Statement contains a “reoffer prospectus” prepared in accordance with Part I of Form S-3 (in accordance with Instruction C of the General Instructions to Form S-8). This reoffer prospectus may be used for reoffers and resales on a continuous or delayed basis of certain of those shares of common stock (the “Common Stock”) of Couchbase, Inc. (“us”, “we” or the “registrant”) referred to above that constitute “control securities” or “restricted securities,” within the meaning of the Securities Act, by certain stockholders that are current and former employees, consultants, and advisors of the registrant (the “Selling Stockholders”) for their own accounts. As specified in General Instruction C of Form S-8, the amount of securities to be reoffered or resold under the reoffer prospectus by each Selling Stockholder and any other person with whom he or she is acting in concert for the purpose of selling the registrant’s securities, may not exceed, during any three-month period, the amount specified in Rule 144(e) under the Securities Act.

REOFFER PROSPECTUS

COUCHBASE, INC.

2,084,389 Shares of Common Stock

This prospectus relates to 2,084,389 shares of Common Stock, par value \$0.00001 per share (the “Shares”), of Couchbase, Inc., which may be offered from time to time by certain stockholders that are our current or former employees, consultants, and advisors (the “Selling Stockholders”) for their own accounts. We will not receive any of the proceeds from the sale of Shares by the Selling Stockholders made hereunder. The Shares were acquired by the Selling Stockholders pursuant to the Plans.

The Selling Stockholders may sell the securities described in this prospectus in a number of different ways and at varying prices, including sales in the open market, sales in negotiated transactions and sales by a combination of these methods. The Selling Stockholders may sell any, all or none of the Shares and we do not know when or in what amount the Selling Stockholders may sell their Shares hereunder following the effective date of this Registration Statement. The price at which any of the Shares may be sold, and the commissions, if any, paid in connection with any such sale, are unknown and may vary from transaction to transaction. The Shares may be sold at the market price of the Shares at the time of a sale, at prices relating to the market price over a period of time, or at prices negotiated with the buyers of Shares. The Shares may be sold through underwriters or dealers which the Selling Stockholders may select. If underwriters or dealers are used to sell the Shares, we will name them and describe their compensation in a prospectus supplement. We provide more information about how the Selling Stockholders may sell their Shares in the section titled “Plan of Distribution.” The Selling Stockholders will bear all sales commissions and similar expenses. Any other expenses incurred by us in connection with the registration and offering that are not borne by the Selling Stockholders will be borne by us.

Our Shares are listed on the Nasdaq Global Select Market under the symbol “BASE.” On September 10, 2021, the closing price of our Shares was \$38.65 per share.

The amount of securities to be offered or resold under this reoffer prospectus by each Selling Stockholder or other person with whom he or she is acting in concert for the purpose of selling our securities, may not exceed, during any three month period, the amount specified in Rule 144(e) under the Securities Act.

Investing in our securities involves a high degree of risk. Before buying any securities, you should carefully read the discussion of the risks of investing in our securities in “[Risk Factors](#)” beginning on page 2 of this prospectus.

The Securities and Exchange Commission (the “SEC”) may take the view that, under certain circumstances, the Selling Stockholders and any broker-dealers or agents that participate with the Selling Stockholders in the distribution of the Shares may be deemed to be “underwriters” within the meaning of the Securities Act. Commissions, discounts or concessions received by any such broker-dealer or agent may be deemed to be underwriting commissions under the Securities Act. See the section titled “Plan of Distribution.”

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 13, 2021

TABLE OF CONTENTS

	Page
THE COMPANY	1
RISK FACTORS	2
USE OF PROCEEDS	3
SELLING STOCKHOLDERS	4
PLAN OF DISTRIBUTION	7
LEGAL MATTERS	9
EXPERTS	9
INFORMATION INCORPORATED BY REFERENCE	9
WHERE YOU CAN FIND MORE INFORMATION	10
PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS	I-1
PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT	II-1
EXHIBIT INDEX	II-3
SIGNATURES	

You should rely only on the information contained in this prospectus or in any accompanying prospectus supplement by us or on our behalf. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the Shares. Our business, financial condition, results of operations and prospects may have changed since that date.

“Couchbase,” our logo, and our other registered or common law trademarks, service marks, or trade names appearing in this prospectus are the property of Couchbase, Inc. Other trademarks and trade names referred to in this prospectus are the property of their respective owners.

Unless the context otherwise requires, the terms “Couchbase,” “the company,” “we,” “us,” and “our” in this prospectus refer to Couchbase, Inc. and its consolidated subsidiaries.

THE COMPANY

Couchbase, Inc.

Our mission is to empower enterprises to build, manage and operate modern mission-critical applications at the highest scale and performance. Couchbase provides a leading modern database for enterprise applications. Enterprises rely on Couchbase to power the core applications their businesses depend on, for which there is no tolerance for disruption or downtime. Our database is versatile and works in multiple configurations, from cloud to multi- or hybrid-cloud to on-premise environments to the edge, and can be run by the customer or managed by us. We have architected our database on the next-generation flexibility of NoSQL, embodying a “not only SQL” approach. We combine the schema flexibility unavailable with legacy databases with the power and familiarity of the SQL query language, the lingua franca of database programming, into a single, unified platform. Our cloud-native platform provides a powerful modern database that serves the needs of both enterprise architects and application developers.

Corporate Information

We were incorporated in 2008 as NorthScale, Inc., a Delaware corporation. In 2010, we changed our name to Membase, Inc. In 2011, Membase, Inc. merged with CouchOne, Inc. and in connection with the merger, we changed our name to Couchbase, Inc. Our principal executive offices are located at 3250 Olcott Street, Santa Clara, California 95054, and our telephone number is (650) 417-7500.

Our website address is www.couchbase.com. Information contained on, or accessible through, our website does not constitute part of this prospectus and inclusions of our website address in this prospectus are inactive textual references only. You should not consider information contained on our website to be part of this prospectus or in deciding whether to purchase shares of our common stock.

RISK FACTORS

An investment in our Shares is highly speculative and involves a high degree of risk. We face a variety of risks that may affect our operations or financial results and many of those risks are driven by factors that we cannot control or predict. Before investing in our Shares, you should carefully consider the risks below and set forth under the caption “Risk Factors” in our Quarterly Report on Form 10-Q for the quarter ended July 31, 2021, filed with the SEC on September 10, 2021, which are incorporated by reference herein, and subsequent reports filed with the SEC, together with the financial and other information contained or incorporated by reference in this prospectus. If any of these risks actually occurs, our business, prospects, financial condition and results of operations could be materially adversely affected. In that case, the trading price of our Shares would likely decline and you may lose all or a part of your investment. Only those investors who can bear the risk of loss of their entire investment should invest in our Shares.

USE OF PROCEEDS

We will not receive any of the proceeds from the sale of the Shares. All proceeds from the sale of the Shares will be for the account of the Selling Stockholders, as described below. See the sections titled “Selling Stockholders” and “Plan of Distribution” described below.

SELLING STOCKHOLDERS

The following table sets forth certain information with respect to the beneficial ownership of our Shares as of August 31, 2021, as adjusted to reflect the Shares that may be sold from time to time pursuant to this prospectus, for all Selling Stockholders, consisting of the individuals shown as having shares listed in the column entitled “Shares Being Offered.”

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. The information does not necessarily indicate beneficial ownership for any other purpose, including for purposes of Sections 13(d) and 13(g) of the Securities Act.

We have based our calculation of the percentage of beneficial ownership prior to this offering on 43,342,865 shares of Common Stock outstanding as of August 31, 2021.

In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we deemed outstanding any shares subject to options held by that person that are currently exercisable or exercisable within 60 days following August 31, 2021. We did not deem these Shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Couchbase, Inc., 3250 Olcott Street, Santa Clara, California 95054.

Selling Stockholder	Common Stock Beneficially Owned Prior to the Offering		Common Stock Being Offered	Common Stock Beneficially Owned After the Offering(1)	
	Shares	Percentage	Shares	Shares	Percentage
Named Selling Stockholders(2)	6,026,376	13.1%	1,884,389	4,141,987	9.0%
Robert Wiederhold(3)	684,806	1.5%	200,000	484,806	1.1%

(1) Assumes that all of the Shares held by each Selling Stockholder and being offered under this prospectus are sold, and that no Selling Stockholder will acquire additional shares of common stock before the completion of this offering.

Table of Contents

- (2) Includes the following 622 named non-affiliate selling stockholders: Achpal, Aman; Adlawan, Maria; Agarwal, Kajal; Agarwal, Parag; Agarwal, Ritesh; Agrawal, Umang; Ahmed, Bilal; Ahmed, Tanzeem; Ahn, Jung-Sang; Al Hubail, Murtadha; Alamoudi, Abdullah; Alfke, Jens; Alonso Elizo, Esau; Alsuliman, Ali; Ambrosini, Brendan; Anderson, Sandra; Ang, Lillian; Arasu, Priya; Arsenault, Tim; Artamonau, Aliaksei; Ashcom, Robert; Austin, Zachary; Awasthi, Amit; Babajanian, Erik; Baggett, Lindsay; Bantleman, Anna; Barkley, Richard; Barmin, Timofey; Barnett, Ross; Barr, Sharon; Basra, Amarjit; Bauer, Gregor; Belur Venkatasubbrao, Sridhar Murthy; Benakappa, Girish; Bensahel-Mercier, Olympe; Bentley, Brittany; Benton, Aaron; Beri, Rajesh; Beumeler, Vicki; Bhinder, Nirvair Singh; Bhullar, Ajay Pal; Bisarahalli, Prathibha; Bishard, Eric; Blow, Michael; Blyth, Paul; Bodanapu, Nithin; Bokka, Praneeth Reddy Reddy; Bonser, Douglas; Borden, James; Borkar, Dipti; Boulos, Mel; Bradgate, Timothy; Brady, Matthew; Breen, Ellis; Breslaw, Jeremy; Bridge, Ian; Bridgland, Christopher; Brinicombe, Stuart; Broadbelt, William; Brooks, Benjamin; Brooks, Lauren; Brown, David; Brown, Paul; Brown, Robert; Brudey, Max; Bryant, Benjamin; Bryant, Jason; Bu, Yingyi; Budd, Rebecca; Bull, Daniel; Burgess, Juliet; Burghart, Clement; Burns, Michelle; Burton, Anthony; Caporale, Franco; Carabine, Matthew Phillip; Carey, Michael; Carey, William; Carstens, Vincent; Carter, Tyler; Carter, Wayne; Casey, Jared; Chabannes, Xavier; Chakravarthy, Pratap; Chander, Kailash; Chandhok, Shashank; Chandrasekhara, Divya; Chapman, Davis; Chastaine, Locke; Chaudhary, Vikas; Chen, Anton; Chen, Liang; Chen, Lilei; Chi, Yody; Childers, Peter; Chitivelu, Jyothsna; Chow, Chi Tao; Christensen, Jared; Chuang, Tsung Yuan; Clark, Korrigan Everhart; Cocchi, Paolo; Coleman, William; Conn, William; Coombs, Stephen; Cooper, Eric; Costes, Francois; Covarrubias, Francisco; Cox, Viktor; Coyne Jr., John; Cramer, Samuel; Cui, Bin; Cuthill, Robert; Cutler, Ariana; Dangeti, Abhinav; Dave, Anish; De Berti, Marco; de Fabry, Lucas; de la Fuente Lopes, Raul; de Mellow, Richard; Delattre, Eric; DeMaio, Arthur; Denney, Thomas Baxter; Denton, Tyler; Desai, Priyank; Dew, Simon; Dhakne, Rameshwar; Dharamshi, Vikranth; Dhariwal, Tarlochan; Dhavale, Poonam; Dhundi, Manu; Diaz, Crystal; Diep, Lynne; Dixon, Charles; Doan, Emily; Doddi, Krishna; Dong, Thomas; Dotts, Thomas; Duarte, Anthony; Duda, Lauren; Duman, Cagla; Duvuru, Srinath; Elahi, Maymoona; Elliott, David; Emam, Wael; Erwin, Blake; Farinha, Anthony; Feldman, Daniel; Fernandes, Rodney; Fernandez, Lluís Zamora; Finlay, David; Finter, Peter; Flather, James; Flores Medina, Raymundo; Fohrman, Rachel; Foley, Nicholas; Frana, Sarah; Fraser, Adam; Freeman, Jodi; Fresser, Wolfgang; Frogner, Sean; Galbraith, Patrick Michael; Gamble, Mark; Ganesan, Sriram; Ganesh, Rajesh; Gangal, Ketaki Dilip; Garg, Ashish; Garza, Christina; Gasp, Pascal; Geiken, Chad; Geri, Tom; Gerlinger, Adam; Gerosa, Fabio; Gestoso, David; Ghanta, Manasa; Ghods, Farshid; Gilmore, Robert; Glynn, Joel; Goel, Manisha; Goldsmith, Michael; Gomez, Allyson; Gonnot, Vincent; Gonyou, Austin; Gonzalez Betancort, Carlos; Gopal, Balakumaran; Gorin, Sarah; Govindarajulu, Ashwin; Greco, Marco; Greeley, Burnham Hod; Greenlee, Aaron; Groves, Matthew; Gupta, Apaar; Gupta, Nimish; Gupta, Rahul; Gupta, Shivani; Gupta, Swati; Gutierrez, Melissa; Gyryk, Oleksandr; Haber, Eben; Habib, Michael; Haikney, David; Haji, Mohammed; Harper, Jack Liddon; Harris, Christopher; Harris, Jeffrey; Harris, Ruth; Harrison, James; Hassani-azad, Mark; Havanur, Harsha Shamasundara; Hawksworth, Richard; Haynes, Christopher; Henderson, Katherine; Henley, Kathryn; Henner, Shawn; Heras, Ivory; Hess, Eric; Hicks, Verity; Hillery, Christopher; Hillman, Anthony; Ho, Ming; Hodgson, Kari; Holden, Marc; Holey, Shweta; Hong, Chin Heng; Hong, Chisheng; Howard, Jeffrey; Huang, Neil; Huang, Yuchun; Huddleston, Benjamin; Huynh, John; Ingenthron, Matthew William; Itakura, Hideki; Ivin, Paul; Iyer, Shekhar; Jackson, Carol; Jackson, Neville Steven; Jacobs, Gaphrick; Jagtiani, Kamini; Jain, Sujain; James, Daniel; Janorske, Brent; Jayaramaswamy Sulochana, Sharath Chandra; Jennings, Domonic; Jensen, Steven; Jin, Danling; Jindal, Abhishek; Johnson, Shane; Joseph, John; Jovanovic, Marija; Kadavath Purayil, Noupal; Kalugin-Balashov, Dmitri; Kamal, Neel; Kamdar, Mihir; Kandaswamy, Isha; Kane, Brian; Kanwar, Yuvraj Singh; Karuturi, Sivaram; Kasliwal, Shalini; Katz, Damian; Katz, Roi; Kazak, Rohinton; Kazi, Asif; Kazlauskas, Raimondas; Kelly III, William; Kelly, David; Khanuja, Avleen Singh; King, Lior; Kluge, Mark; Knittel, Christina; Kodungallur, Hari; Kole, Kristina; Kono, Yoshiyuki; Kovar, Craig; Krishna, Murali; Krishnamurthy, Sandhya; Krishnan, Amit; Krug, Perry; Kuberan, Anitha; Kulkarni, Amarantha; Kulkarni, Amit; Kumar, Anil; Kumar, Karan; Kumar, Prateek; Kuzmin, Oleg; Labay, Stephen; Lackey, James; Lagerloef, Nicole (Niki); Lagerstrom, Alexander; Laglbauer, Elsa; Laird, Kerry; Lakshman, Sarath; Lane, Gregory; Lang, Stephane; Langer, Martin; Lannuzel, Olivia; Laplace, Olivier; Larbre, Guillaume; Larroche, Jimmy; Lashley, Scott; Lawrence, Richard; Lawson, Brett; Le Pape, Cecile; Le, Binh; LeClerc, Alexandra; Lee, Alexander; Lee, James; Lee, Terrence; Leigh, Simon Joshua; Leonard, Stacy; Leray, Fabrice; Leshinski, Joseph; Levy, Dean; Lewis, Jennifer; Li, Fulu; Li, Ran; Liang, John; Liao, Dongwei; Liburd, Shomari; Lim, Christopher; Lim, Jin; Liu, Chang; Liu, Dong; Liu, Jessica; Liu, Wei-Li; Loftus, Suzanne; Loudon, William; Lowie, Brian; Lucas, Bryce; Lychagin, Dmitry; Lynch, Leslie; Ma, Alex; Ma, Daniel; Mahamani, Pavithra; Mahmood, Anam; Majumdar, Callum; Makarenko, Evgeny; Malarky, Chris; Manaktala, Prerna; Mandhare, Mahesh; Mani, Rahul; Manteris, Nicholas; Markisz, John; Master, Muneeb; Masterton-Smith, James; Mathews, Gretchen; Mathur, Anusha; Matza, Gregory; Mauss, James; Mavunkel, Parinda; Maxon, Ian; Mayer, Kathryn; McAfee, Tommie; McCabe, Claire; McCloy, Ian; McLean, Peter; McSpirit, Thomas; McVey, Sandra; Meike, Gerald; Meliani, Karim; Melkote, Sriram Narasimhaswamy; Merk, Klemens; Mermerci, Zekeriya; Miao, Bingjie; Miller, Anna; Minooei, Behzad; Mische, Volker; Moeller, Dirk; Mohamed, Ahmed; Molina Gonzalez, Jose; Mongiello, James; Montejano, Crystal; Moorhead, Amer; Morel, Kevin; Morris, Adam; Morris, Jeffrey; Morris, Jeffrey; Motiwala, Idris; Motlani, Ritesh; Mowrer, Marissa; Mundry, Durga Akhil; Munta, Jagadesh; Murray, Simon; Murthy, Raghupathi; Muthu Krishna, Vijay; Nand, Satya; Narayanan, Balaji; Narayanaswamy, Sudhir; Narikuzhiyil, Pramod Sadheesam; Narra, Ramanjaneyulu; Nash, Tom; Nault, David; Nayak, Jyotsna; Nayeri, Negar; Nevin, Conor; Nguyen, Thuan; Nickel, Paul; Nielsen, Robert; Ninneman, Alex; Niski, Michael; Nitschinger, Michael; Nocentini, James; Nolan, Matthew; Nookala, Siddhartha; Norbye, Trond; Novokshonov, Pavel; Nuthan, Abhijeeth; Obendorf, Anne; O’Gorman, Michelle; Olson, Myles; O’Shea, Christopher; Oware, Rodney; Owen, Daniel; Owen, Huw; Pagadala, Vinod; Pala, Nisha; Palakodety, Sindhura; Pandit, Sanjeb; Pandya, Amit; Pang, Theresa; Panickssery, Jairam; Pannentheta, Babitha; Parashar, Radhika; Park, Jaekwon; Parkinson, Stephen; Parmar, Manish; Patel, Harsh Narendra; Patel, Vandil; Patnode, Alyssa; Pease, Evan; Pekin, Sadi; Pellegatta, Davide; Penel, Vanessa; Penunuri, Peter; Perrin, Anthony; Peters, Stewart; Petersen, Daniel; Phare Jr., Steven; Philip, Nidhi Miriam; Phillips, James; Pinto, Don; Piraviperumal, Aruna; Platitsa, Igor; Ponton, Richard; Poola, Jeelan; Pople, Graham; Powenski, James; Prabhakar, Bharath; Prabhu, Ankit; Pradhan, Rahul; Priakos, Jason; Prissberg, Karlin; Protopapas, Georgina; PS, Ganesha; Quinn, Grace; Raboy, Nicolas; Rafter, Anne; Raghunath, Narasimhan; Rai, Herkirm; Raia, Sherry; Raj Basavanagudi Rajendra, Akshay; Rajagopal, Priya; Rajalingam, Ravishankar; Rajput, Hemant; Ramar, Prince; Ramarao, Chaitra; Ramos, Marc Norman; Ramsey, Shelby; Randriam, Jean; Rascagneres, Jacques; Raudet, Yann; Reale, Peter; Redman, Samuel; Regan, Barry; Reiche, Michael; Rigby, David; Roberson, Jesse; Robertson, Matthew; Robichaud, Philip; Rochelle, Brandyn; Rodriguez, Antonio; Rodriguez, Johnny; Rosado, Ruben; Roth, Mary; Saadeh, David; Sacco, Christopher; Sadikovic, Zemir; Sahni, Anuj; Salazar, Paul; Saling, John; Salmon-Legagneur, Thierry; Salomone, Andrea; Salooja, Deepkaran; Sanghavi, Roshani Satishchandra; Saragadam, Sridevi; Sarangapani, Raghu; Sarathy, Vijay; Satish, Neha; Saueressig, Guilherme; Scarpelli, Karen; Schlueter, Alexander; Schlueter, Paul; Schneider, Eric; Schneider, Steffen; Schoch, Martin; Schreibman, Morris; Schulman, Robin; Schuman, Leo; Scott, Mark-Anthony; Secrist, Mark; Segleau, David; Sekar, Karthik Babu; Semb, Kristofor; Senthilnathan, Arunkumar; Seo, Chiyoung; Sharif, Ary; Sharma, Ankush; Sharma, Himanshu; Sharma, Ritam Rajiv; Shelton, Mark; Shivanna, Ravi Kumar; Shrotriya, Talina; Shvetsky, Alex; Sikchi, Prachi; Simic, Bruno; Simitz, Nathan; Singh, Abhishek Kumar; Singh, Ashvinder; Siu, Wing; Sivan, Sarah Kumar; Sivasankaran, Sreekanth; Smedley, Richard; Smellie, Michelle; Smotra, Sachin; Sohoni, Shyla; Souza Rosa, Denis Wilson; Sridharan, Sundararaman; Staehle, Rainer; Staveley, Mark; Stemkovski, Artem; Stott, Philip; Strabala, Jon; Straus, Lynn; Sui, Yu; Sun, Peigen; Suravarjjala, Raju; Suriyentrakorn, Pasin; Tagliaferri, Lorenzo; Tagor, Lior; Taimni, Rati; Takemori, Jun; Talbert, Jad; Taneja, Manik; Tauro, Clarence; Taylor, Patrick; Thangamani, Premkumar; Thompson, Teasara; Tran, Tai (Quoc); Tran, Tin; Trang, Kim; Trieu, Emily; Trivedi, Akshata; Trokis, Jarryd; Truong, Incynthia; Tu, Tuyet; Tumarkin, Alla; Turner, Fujio; Ulrich, Darci; Uppalapati, Venu; Upputuri, Ajay; Vadlamani, Srinivas; van Maanen, Paul; Van Riper, Rebecca; Varakur, Gangavara Prasad; Varley, Patrick; Varnphruk, Marvin; Vavachan, Jayahari;

Velamuri, Varun; Vemulapalli, Sitaram; Venkatappa, Uday; Verrielle, Alexandre; Vijay, Girish; Vijayraghavan, Arun; Vijayraghavan, Karthik; Villarreal, Steven; Vincent, Tatyana; Vinter, Guy; Volpe, William; Wagen, Richard; Wagner, Matthew; Walia, Hiteshwar; Walker, James; Wang, Bo-Chun; Watanabe, Steven; Watt, Blair; Weber, Thomas; Wehl, Anna; Westmann, Till; Westvold, Nicholas; White, Travis Stevens; Wiederhold, Michael; Wilcox, Brian; Wilds, Toby; Wilken, Melinda; Williams, Brian; Williams, Robert; Wing, Daniel; Wong, Gary; Wong, Rebecca; Wong, Timothy; Worsley Gorter, Oliver; Xie, Junyi; Yagaty, Ajit; Yamaguchi, Lorraine; Yammanur, Deepika; Yang, Changyi; Yang, Li; Yaseen, Rahim; Yen, Stephen; Young, Kevin; Young, Robert; Zaidi, Asad; Zeng, Zhen; Zhang, Xiaomei. Each of these persons beneficially owns less than 1% of our common stock.

[Table of Contents](#)

- (3) Consists of 525,818 shares of our common stock held of record by Robert Wiederhold and 158,988 shares of our common stock issuable to Robert Wiederhold upon the exercise of options within 60 days of August 31, 2021.

PLAN OF DISTRIBUTION

We are registering the Shares covered by this prospectus to permit the Selling Stockholders to conduct public secondary trading of these Shares from time to time after the date of this prospectus. We will not receive any of the proceeds of the sale of the Shares offered by this prospectus. The aggregate proceeds to the Selling Stockholders from the sale of the Shares will be the purchase price of the Shares less any discounts and commissions. We will not pay any brokers' or underwriters' discounts and commissions in connection with the registration and sale of the Shares covered by this prospectus. The Selling Stockholders reserve the right to accept and, together with their respective agents, to reject, any proposed purchases of Shares to be made directly or through agents.

The Shares offered by this prospectus may be sold from time to time to purchasers:

- directly by the Selling Stockholders, or
- through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or agent's commissions from the Selling Stockholders or the purchasers of the Shares.

Any underwriters, broker-dealers or agents who participate in the sale or distribution of the Shares may be deemed to be "underwriters" within the meaning of the Securities Act. As a result, any discounts, commissions or concessions received by any such broker-dealer or agents who are deemed to be underwriters will be deemed to be underwriting discounts and commissions under the Securities Act. Underwriters are subject to the prospectus delivery requirements of the Securities Act and may be subject to certain statutory liabilities under the Securities Act and the Exchange Act. We will make copies of this prospectus available to the Selling Stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. To our knowledge, there are currently no plans, arrangements or understandings between the Selling Stockholders and any underwriter, broker-dealer or agent regarding the sale of the Shares by the Selling Stockholders.

The Shares may be sold in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to such prevailing market prices;
- varying prices determined at the time of sale; or
- negotiated prices.

These sales may be effected in one or more transactions:

- on any national securities exchange or quotation service on which the Shares may be listed or quoted at the time of sale, including the Nasdaq Global Select Market;
- in the over-the-counter market;
- in transactions otherwise than on such exchanges or services or in the over-the-counter market;
- any other method permitted by applicable law; or
- through any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

[Table of Contents](#)

At the time a particular offering of the Shares is made, a prospectus supplement, if required, will be distributed, which will set forth the name of the Selling Stockholders, the aggregate amount of Shares being offered and the terms of the offering, including, to the extent required, (1) the name or names of any underwriters, broker-dealers or agents, (2) any discounts, commissions and other terms constituting compensation from the Selling Stockholders and (3) any discounts, commissions or concessions allowed or reallocated to be paid to broker-dealers.

The Selling Stockholders will act independently of us in making decisions with respect to the timing, manner, and size of each resale or other transfer. There can be no assurance that the Selling Stockholders will sell any or all of the Shares under this prospectus. Further, we cannot assure you that the Selling Stockholders will not transfer, distribute, devise or gift the Shares by other means not described in this prospectus. In addition, any Shares covered by this prospectus that qualify for sale under Rule 144 of the Securities Act may be sold under Rule 144 rather than under this prospectus. The Shares may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states the Shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification is available and complied with.

The Selling Stockholders and any other person participating in the sale of the Shares will be subject to the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the Shares by the Selling Stockholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the Shares to engage in market-making activities with respect to the particular Shares being distributed. This may affect the marketability of the Shares and the ability of any person or entity to engage in market-making activities with respect to the Shares.

The Selling Stockholders may indemnify any broker or underwriter that participates in transactions involving the sale of the Shares against certain liabilities, including liabilities arising under the Securities Act.

LEGAL MATTERS

The validity of the Shares offered hereby has been passed upon by Wilson Sonsini Goodrich & Rosati, P.C., Palo Alto, California.

EXPERTS

The financial statements as of January 31, 2020 and 2021 and for each of the two years in the period ended January 31, 2021 incorporated in this reoffer prospectus by reference to Couchbase, Inc.'s Amendment No 1. to the Registration Statement on Form S-1 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

INFORMATION INCORPORATED BY REFERENCE

The following documents filed with the SEC are hereby incorporated by reference in this prospectus:

- The registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended July 31, 2021, filed with the SEC on September 10, 2021.
- Amendment No. 1 to the Registrant's Registration Statement on [Form S-1](#) filed with the Securities and Exchange Commission on July 12, 2021 (File No. 333-257205), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed.
- The registrant's Prospectus filed on July 21, 2021 pursuant to Rule 424(b) under the Securities Act, relating to the registration statement on [Form S-1](#), as amended (File No. 333-257205), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed.
- The description of the registrant's securities to be registered, which is contained in a registration statement on [Form 8-A](#) filed on July 13, 2021 (File No. 001-40601) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement 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 in this Registration Statement and to be 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 SEC shall not be deemed incorporated by reference into this Registration Statement.

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 subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and other reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. These reports and amendments thereto, and other information that we will file with or furnish to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act can also be accessed free of charge by linking directly from our website at www.couchbase.com. These filings will be available as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not part of this prospectus.

PART I
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the SEC are hereby incorporated by reference in this prospectus:

- The registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended July 31, 2021, filed with the SEC on September 10, 2021.
- Amendment No. 1 to the Registrant's Registration Statement on [Form S-1](#) filed with the Securities and Exchange Commission on July 12, 2021 (File No. 333-257205), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed.
- The registrant's Prospectus filed on July 21, 2021 pursuant to Rule 424(b) under the Securities Act, relating to the registration statement on [Form S-1](#), as amended (File No. 333-257205), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed.
- The description of the registrant's securities to be registered, which is contained in a registration statement on [Form 8-A](#) filed on July 13, 2021 (File No. 001-40601) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement 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 in this Registration Statement and to be 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 SEC shall not be deemed incorporated by reference into this Registration Statement.

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 subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

The registrant has adopted an amended and restated certificate of incorporation, which became effective immediately prior to the completion of the registrant's initial public offering and which contains provisions that limit the liability of its directors for monetary damages to the fullest extent permitted by the Delaware General Corporation Law. Consequently, the registrant's directors will not be personally liable to the registrant or its stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to the registrant or its stockholders;

Table of Contents

- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission, or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of the registrant's directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, the registrant's amended and restated bylaws, which became effective immediately prior to the completion of the registrant's initial public offering, and which provides that the registrant will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was one of the registrant's directors or officers or is or was serving at the registrant's request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The registrant's amended and restated bylaws provide that the registrant may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was one of the registrant's employees or agents or is or was serving at the registrant's request as an employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The registrant's amended and restated bylaws also provide that the registrant must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to limited exceptions.

Further, the registrant has entered into indemnification agreements with each of its directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require the registrant, among other things, to indemnify its directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require the registrant to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit, or proceeding. The registrant believes that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions are included in the registrant's amended and restated certificate of incorporation, amended and restated bylaws and the indemnification agreements that the registrant has entered into with its directors and executive officers may discourage stockholders from bringing a lawsuit against the registrant's directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against the registrant's directors and executive officers, even though an action, if successful, might benefit the registrant and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that the registrant pays the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, the registrant is not aware of any pending litigation or proceeding involving any person who is or was one of the registrant's directors, officers, employees, or other agents or is or was serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and the registrant is not aware of any threatened litigation that may result in claims for indemnification.

The registrant has obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to the registrant's directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to the registrant with respect to payments that may be made by the registrant to these directors and executive officers pursuant to its indemnification obligations or otherwise as a matter of law.

Table of Contents

Certain of the registrant's non-employee directors may, through their relationships with their employers, be insured or indemnified against certain liabilities incurred in their capacity as members of the registrant's Board of Directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

The issuance of the Shares being offered by the Form S-3 resale prospectus were deemed to be exempt from registration under the Securities Act in reliance upon Section 4(a)(2) of the Securities Act (or Regulation D or Regulation S promulgated thereunder), or Rule 701 promulgated under Section 3(b) of the Securities Act as transactions by an issuer not involving any public offering or pursuant to benefit plans and contracts relating to compensation as provided under Rule 701. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in these transactions. All recipients had adequate access, through their relationships with us, to information about the registrant.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
4.1	Form of Amended and Restated Certificate of Incorporation of the registrant, as amended and currently in effect.	S-1/A	333-257205	3.2	July 12, 2021
4.2	Form of Amended and Restated Bylaws of the registrant, as amended and currently in effect.	S-1/A	333-257205	3.4	July 12, 2021
4.3	Form of Class A common stock certificate of the registrant.	S-1	333-257205	4.1	June 21, 2021
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.				
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto).				
24.1*	Power of Attorney (included on the signature page hereto).				
99.1	Couchbase, Inc. 2018 Equity Incentive Plan and related form agreements.	S-1	333-257205	10.4	June 21, 2021
99.2	Couchbase, Inc. 2008 Equity Incentive Plan and related form agreements.	S-1	333-257205	10.5	June 21, 2021

* Filed herewith.

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) For the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) It will remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Santa Clara, State of California, on the 13th day of September, 2021.

COUCHBASE, INC.

By: /s/ Matthew M. Cain
Matthew M. Cain
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew M. Cain and Margaret Chow, and each of them, as such individual's true and lawful attorney in fact and agent with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent 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 for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or the individual's 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 and on the date indicated:

Signature	Title	Date
<u>/s/ Matthew M. Cain</u> Matthew M. Cain	President and Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	September 13, 2021
<u>/s/ Gregory N. Henry</u> Gregory N. Henry	Senior Vice President and Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	September 13, 2021
<u>/s/ Edward T. Anderson</u> Edward T. Anderson	Director	September 13, 2021
<u>/s/ Carol W. Carpenter</u> Carol W. Carpenter	Director	September 13, 2021
<u>/s/ Lynn M. Christensen</u> Lynn M. Christensen	Director	September 13, 2021
<u>/s/ Kevin J. Efrusy</u> Kevin J. Efrusy	Director	September 13, 2021
<u>/s/ Jeff Epstein</u> Jeff Epstein	Director	September 13, 2021
<u>/s/ Aleksander J. Migon</u> Aleksander J. Migon	Director	September 13, 2021
<u>/s/ Rob Rueckert</u> Rob Rueckert	Director	September 13, 2021
<u>/s/ David C. Scott</u> David C. Scott	Director	September 13, 2021
<u>/s/ Richard A. Simonson</u> Richard A. Simonson	Director	September 13, 2021



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

O: 650.493.9300

F: 650.493.6811

September 13, 2021

Couchbase, Inc.
3250 Olcott Street
Santa Clara, CA 95054

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to Couchbase, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) covering the registration for resale under the Securities Act of up to 2,084,389 shares of the Company’s common stock, \$0.00001 par value per share (the “**Shares**”) on behalf of selling stockholders described in the prospectus included in the Registration Statement.

We have examined such instruments, documents, certificates and records, and such questions of law, as we have considered necessary or appropriate for the basis of our opinions hereinafter expressed. In such examination, we have assumed (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that the Registration Statement, and any amendments thereto, will have become effective under the Securities Act; and (v) the legal capacity and competency of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based upon the foregoing, and subject to the qualifications set forth below, we are of the opinion that the Shares are validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction, other than the Federal laws of the United States of America and the General Corporation Law of the State of Delaware.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not believe we are “experts” within the meaning of such term as used in the Securities Act or the rules and regulations issued thereunder nor do we 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/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Couchbase, Inc. of our report dated March 24, 2021, except for the effects of the reverse stock split discussed in Note 2 to the consolidated financial statements, as to which the date is July 12, 2021, relating to the financial statements, which appears in Couchbase, Inc.'s Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-257205). We also consent to the reference to us under the heading "Experts" in this Registration Statement on Form S-8.

/s/PricewaterhouseCoopers LLP

San Jose, California
September 10, 2021