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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-222359  
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-227200**

**TALEND S.A.**

(Exact name of Registrant as specified in its charter)

**France**

(State or other jurisdiction of  
incorporation or organization)

**Not applicable**

(I.R.S. Employer  
Identification Number)

**5/7, rue Salomon de Rothschild, 92150 Suresnes, France**

(Address, including zip code, of Registrant's principal executive offices)

**Talend S.A. Amended and Restated 2017 Employee Stock Purchase Plan**

(Full title of the plan)

**Talend, Inc.**

**800 Bridge Parkway**

**Redwood City, CA 94065**

(Name and address of agent for service)

**(650) 539-3200**

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

**Copies to:**

**Mark B. Baudler**

**Steven V. Bernard**

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Professional Corporation

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General Counsel

Talend S.A.

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**Arnaud Duhamel**

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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.

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## EXPLANATORY NOTE

On each of December 29, 2017 and September 5, 2018, Talend S.A. (the “Registrant”) filed a registration statement on Form S-8 (File Nos. 333-222359 and 333-227200) (each a “Registration Statement” and collectively the “Registration Statements”) with the Securities and Exchange Commission (the “Commission”) to register 571,000 ordinary shares, €0.08 nominal value per share, on each Registration Statement, or 1,142,000 ordinary shares collectively on the Registration Statements, for issuance under the Registrant’s 2017 Employee Stock Purchase Plan (the “ESPP”). Each Registration Statement was subsequently amended by a post-effective amendment filed with the Commission on August 29, 2019 to reflect that the ESPP had been amended and restated.

Pursuant to French law requirements, on June 30, 2020, the Registrant’s shareholders voted at the Registrant’s annual combined general meeting of shareholders to delegate authority to the Registrant’s board of directors (the “Board”) to issue 550,000 ordinary shares under the ESPP from June 30, 2020 through December 30, 2021.

On August 4, 2020, pursuant to such delegated authority, the Board amended: (1) Section 3(a) of the ESPP to clarify that the total number of ordinary shares issuable under the ESPP are 803,937, which consist of 253,937 ordinary shares (represented by American Depositary Shares (“ADSs”)) issued prior to June 30, 2020, and 550,000 ordinary shares (represented by ADSs) authorized for issuance during the period from June 30, 2020 through and including December 30, 2021; and (2) Section 14 of the ESPP to clarify that the ESPP’s effective date remained October 31, 2017, but that the ESPP had been amended and restated as of August 4, 2020 (the “Amended ESPP”). This amendment to each Registration Statement will cover the issuance of the ordinary shares (represented by ADSs) issuable under the Amended ESPP.

Pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K, the Registrant is filing this Post-Effective Amendment No. 2 to the Registration Statements (the “Amendment”) to file the Amended ESPP as an exhibit hereto and a new opinion as to the validity of the ordinary shares (represented by ADSs) issuable under the Amended ESPP. This Amendment to each Registration Statement amends and supplements the items listed below. Each Registration Statement shall remain unchanged in all other respects. No additional securities are being registered by this Amendment to each Registration Statement.

### PART I

The documents containing the information specified in this Part I of Form S-8 will be delivered to the participants in the ESPP as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 424 under the Securities Act, and the introductory note to Part I of Form S-8. These documents and the documents incorporated by reference in this Amendment pursuant to Item 3 of Part II of Form S-8, taken together, constitute prospectuses that meet the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Commission are hereby incorporated by reference:

- (a) The Registrant’s [Annual Report on Form 10-K](#) (File No. 001-37825) for the fiscal year ended December 31, 2019, filed on March 17, 2020, which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above (other than the portions of these documents not deemed to be filed); and
- (c) The description of the Registrant’s Ordinary Shares and American Depositary Shares contained in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-37825) filed with the Commission on July 11, 2016, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date hereof and prior to the filing of a post-effective amendment that indicates that all the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Notwithstanding the foregoing, the Registrant is not incorporating by reference any documents, portions of documents, exhibits or other information that is deemed to have been furnished to, rather than filed with, the Commission.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded 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 that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of the 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.**

Under French law, provisions of the Registrant's By-laws that limit the liability of directors are prohibited. However, French law allows *sociétés anonymes* to contract for and maintain liability insurance against civil liabilities incurred by any of their directors and officers involved in a third-party action, provided that they acted in good faith and within their capacities as directors or officers of the company. Criminal liability cannot be indemnified under French law, whether directly by the company or through liability insurance.

The Registrant maintains liability insurance for its directors and officers, including insurance against liability under the Securities Act, and the Registrant has entered into agreements with its directors and executive officers to provide contractual indemnification. With certain exceptions and subject to limitations on indemnification under French law, these agreements provide for indemnification for damages and expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding arising out of his or her actions in that capacity.

These agreements may discourage shareholders from bringing a lawsuit against the Registrant's directors and executive officers for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and executive officers, even though such an action, if successful, might otherwise benefit the Registrant and its shareholders. Furthermore, a shareholder's investment may be adversely affected to the extent the Registrant pays the costs of settlement and damage awards against directors and officers pursuant to these insurance agreements.

Certain of the Registrant's non-employee directors may, through their relationships with their employers or partnerships, be insured and/or indemnified against certain liabilities in their capacity as members of the Registrant's board of directors.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit Number	Description of Exhibit	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Bylaws (statuts) of Talend S.A. (English Translation), effective as of August 4, 2020</a>	10-Q	001-37825	3.1	August 10, 2020
4.2	<a href="#">Form of Deposit Agreement between Talend S.A. and JPMorgan Chase Bank, N.A., as depository, and Owners and Holders of the American Depositary Shares.</a>	F-1/A	333-212279	4.1	July 11, 2016
4.3	<a href="#">Form of American Depositary Receipt evidencing American Depositary Shares (included in Exhibit 4.2).</a>	F-1/A	333-212279	4.2	July 11, 2016
4.4	<a href="#">Talend S.A. Amended and Restated 2017 Employee Stock Purchase Plan</a>	10-Q	001-37825	10.8	August 10, 2020
5.1+	<a href="#">Opinion of Counsel Regarding Legality of the Ordinary Shares Being Registered</a>				
23.1+	<a href="#">Consent of Independent Registered Public Accounting Firm</a>				
23.2+	<a href="#">Consent of Counsel (included in opinion filed as Exhibit 5.1)</a>				
24.1+	<a href="#">Power of Attorney (included in signature page of this Registration Statement)</a>				

+ Filed herewith

**Item 9. Undertakings.**

(A) The undersigned Registrant hereby undertakes that:

(1) It will 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 the 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 the 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% 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 the Registration Statement or any material change to such information in the 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 periodic 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 the 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, 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 Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Redwood City, California, on August 12, 2020.

### TALEND S.A.

By: /s/ Christal Bemont

Name: Christal Bemont

Title: Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Christal Bemont and Adam Meister, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Amendment (including post-effective amendments to this Amendment), and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Amendment has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Christal Bemont</u> Christal Bemont	Chief Executive Officer and Director (Principal Executive Officer)	August 12, 2020
<u>/s/ Adam Meister</u> Adam Meister	Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2020
<u>/s/ Nora Denzel</u> Nora Denzel	Director	August 12, 2020
<u>/s/ Elizabeth Fetter</u> Elizabeth Fetter	Director	August 12, 2020
<u>/s/ Patrick S. Jones</u> Patrick S. Jones	Director	August 12, 2020
<u>/s/ Brian Lillie</u> Brian Lillie	Director	August 12, 2020
<u>/s/ Mark Nelson</u> Mark Nelson	Director	August 12, 2020
<u>/s/ S. Steven Singh</u> S. Steven Singh	Director	August 12, 2020
<u>/s/ Thierry Sommelet</u> Thierry Sommelet	Director	August 12, 2020

**AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the requirements of the Securities Act, this Amendment has been signed by the undersigned as the duly authorized representative in the United States of the Registrant in Redwood City, California, on August 12, 2020.

**Talend, Inc.**

By: /s/ Christal Bemont

Name: Christal Bemont

Title: Chief Executive Officer



August 12, 2020

**TALEND S.A.**

5-7, rue Salomon de Rothschild  
92150 Suresnes  
France

Re: Amendment to the Employee Stock Purchase Plan Registration Statement of TALEND S.A.

Ladies and Gentlemen:

We are acting as special French counsel for TALEND S.A., a French *société anonyme* (the "Company"), in connection with the filing of the Post-Effective Amendment No. 2 to the Registration Statements on Form S-8 (File Nos. 333-222359 and 333-227200) (the "Registration Statements") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of up to 550,000 Shares of the Company, par value €0.08 per share (the "Shares") pursuant to the Company's Employee Stock Purchase Plan, as approved by the board of directors of the Company on October 31, 2017, as amended and restated by the board of directors on August 4, 2020, pursuant to the delegation granted by the general meetings of shareholders of the Company on June 6, 2017, renewed on June 26, 2018, on June 25, 2019 and on June 30, 2020 (the "Plan"). The Shares will be represented by the Company's American Depositary Shares ("ADSs").

In connection with the opinion expressed herein, we have examined such documents listed in Schedule 1, records and matters of law as we have deemed relevant or necessary for purposes of such opinion (the "Documents"). We have assumed the genuineness and authenticity of all Documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. In rendering this opinion, as to certain factual matters, we have, with your consent, relied upon oral and written representations of officers of the Company with respect to the accuracy of the factual matters addressed in such representations. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued by the Company pursuant to the Plan have been duly authorized and, when issued in accordance with the Plan and against payment of due consideration therefor and upon receipt of the depositary certificate (*certificat du dépositaire*), will be validly issued, fully paid and non-assessable.

The term "non-assessable", which has no recognized meaning in French law, for the purposes of this opinion means that no present or future holder of such Shares will be subject to personal liability, by reason of being such a holder, for additional payments or calls for further funds by the Company or any other person after the issuance of the Shares.

The opinion expressed herein is limited to the laws of France as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction. We have made no investigation as to the relevance or accuracy of the statement of facts contained in the Documents.

In rendering this opinion, we have assumed that (1) the Registration Statements become and remain effective during the period when the Shares are offered, issued and subscribed for, (2) for any future awards under the Plan, all the resolutions authorizing the Company to issue the Shares pursuant to the Plan (x) have been and will be duly passed at duly convened and held meetings and, with respect to the Board of Directors (the "Board"), of duly appointed members and (y) have not been and will not be amended or superseded, have been and will be in full force and effect on the date of such awards and (3) such future awards will be approved by the Board in accordance with applicable law and with the terms of the Plan. We have also assumed that the Company when issuing the Shares will comply with applicable law, the Plan and the resolutions authorizing their issuance and will take all actions required to that effect including the decisions of the Board to issue the Shares.

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**GIDE LOYRETTE NOUËL A.A.R.P.I.**

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We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in French law or factual matters arising after the date of effectiveness of the Registration Statements.

This opinion is subject to any limitation arising from ad hoc mandate (*mandat ad hoc*), conciliation (*conciliation*), accelerated safeguard (*sauvegarde accélérée*), accelerated financial safeguard (*sauvegarde financière accélérée*), safeguard (*sauvegarde*), judicial reorganisation (*redressement judiciaire*), judicial liquidation (*liquidation judiciaire*) (including a provision that creditors' proofs of debts denominated in foreign currencies would be converted into euros at the rate applicable on the date of the court decision instituting the accelerated safeguard (*sauvegarde accélérée*), the accelerated financial safeguard (*sauvegarde financière accélérée*), the safeguard (*sauvegarde*), the judicial reorganisation (*redressement judiciaire*) and the judicial liquidation (*liquidation judiciaire*) proceedings), insolvency, moratorium and other laws of general application affecting the rights of creditors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Post-Effective Amendment No. 2 to the Registration Statements filed by the Company to effect registration of the Shares to be issued and sold pursuant to the Plan under the Securities Act. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the U.S. Securities and Exchange Commission promulgated thereunder.

Very truly yours,  
/s/ Gide Loyrette Nouel A.A.R.P.I.

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**Schedule 1**

- a certified copy of an extract of the minutes of the *Assemblée générale mixte* (ordinary and extraordinary general meeting) of the shareholders of the Company dated June 30, 2020;
  - a certified copy of an extract of the minutes of the meeting of the board of directors of the Company dated August 4, 2020; and
  - a copy of the 2017 Employee Stock Purchase Plan, as amended and restated on August 4, 2020.
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### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors  
 Talend S.A.

We consent to the incorporation by reference in this post-effective amendment No. 2 to the registration statements on Form S-8 No. 333-222359 and No. 333-227200 of Talend S.A. of our reports dated March 17, 2020, with respect to (i) the consolidated statements of financial position of Talend S.A. as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive loss, changes in equity (deficit) and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and financial statement schedule presented in Item 15 of the December 31, 2019 Annual Report on Form 10-K of Talend S.A. (collectively, the consolidated financial statements), and (ii) the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appear in the December 31, 2019 Annual Report on Form 10-K of Talend S.A. incorporated by reference in this registration statement on Form S-8.

Our report dated March 17, 2020, on the consolidated financial statements, refers to the change in Talend S.A.'s method of accounting for leases in 2019, due to the adoption of ASU No. 2016-02 Leases (Topic 842), and to the change in its method of accounting for revenue recognition in 2018, due to the adoption of ASC Topic 606, Revenue from Contracts with Customers, as amended.

Our report dated March 17, 2020, on the effectiveness of internal control over financial reporting as of December 31, 2019, expresses our opinion that Talend S.A. did not maintain effective internal control over financial reporting as of December 31, 2019 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states that a material weakness has been identified and included in management's assessment related to ineffective process level controls over assumptions in the Company's stand-alone selling price model used to determine the allocation of the transaction price of the Company's on-premise license arrangements between the IP element and the post-contract customer support (PCS) element, which resulted from an ineffective risk assessment process to identify changes to risks resulting from the adoption of ASC Topic 606 and design appropriate controls to address those risks.

Paris La Défense, France

August 12, 2020

/s/ Stephanie Ortega

KPMG S.A.

Société anonyme d'expertise  
 comptable et de commissariat  
 aux comptes à directoire et  
 conseil de surveillance.  
 Inscrite au Tableau de l'Ordre à  
 Paris sous le n° 14-30080101  
 et à la Compagnie Régionale des  
 Commissaires aux comptes de  
 Versailles

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 FR 77 775 726 417