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

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

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**MAPLEBEAR INC.**  
(Exact name of registrant as specified in its charter)

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

**46-0723335**  
(IRS Employer  
Identification No.)

**50 Beale Street, Suite 600  
San Francisco, California 94105  
(888) 246-7822**  
(Address of principal executive offices, including zip code)

**Maplebear Inc. 2023 Equity Incentive Plan  
Maplebear Inc. 2023 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Fidji Simo  
Chief Executive Officer  
Maplebear Inc.  
50 Beale Street, Suite 600  
San Francisco, California 94105  
(888) 246-7822**  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**Jon Avina  
Rachel Proffitt  
Jonie Kondracki  
Milson Yu  
Cooley LLP  
3175 Hanover Street  
Palo Alto, California 94304  
(650) 843-5000**

**Morgan Fong  
Bradley Libuit  
Kelsey Wilcox  
Nathan Cao  
Maplebear Inc.  
50 Beale Street, Suite 600  
San Francisco, California 94105  
(888) 246-7822**

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.

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## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Maplebear Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (i) 13,952,323 additional shares of its common stock under the Registrant’s 2023 Equity Incentive Plan (the “**2023 Plan**”), pursuant to the provisions of the 2023 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2023 Plan on January 1, 2024, and (ii) 2,790,465 additional shares of its common stock under the Registrant’s 2023 Employee Stock Purchase Plan (the “**2023 ESPP**”), pursuant to the provisions of the 2023 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2023 ESPP on January 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its common stock for issuance under the 2023 Plan, the 2023 ESPP, the Registrant’s 2013 Equity Incentive Plan, and the Registrant’s 2018 Equity Incentive Plan on a Registration Statement on Form S-8 filed with the Commission on [September 19, 2023](#) (File No. 333-274568) (the “**Prior Registration Statement**”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement.

**PART II**  
**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) (the "2023 10-K") for the fiscal year ended December 31, 2023, filed with the Commission on March 5, 2024.
- (b) The Registrant's Current Report on [Form 8-K](#) (with respect to Items 2.05, 5.02 and 8.01 only) filed with the Commission on February 13, 2024 (File No. 001-41805).
- (c) The description of the Registrant's common stock which is contained in the Registrant's Registration Statement on [Form 8-A](#) filed on September 14, 2023 (File No. 001-41805) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) of the 2023 10-K.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that 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 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by Reference</b>			
		<b>Schedule Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing Date</b>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Maplebear Inc.</a>	8-K	001-41805	3.1	9/22/2023
4.2	<a href="#">Certificate of Designation of Series A Convertible Preferred Stock.</a>	8-K	001-41805	3.2	9/22/2023
4.3	<a href="#">Amended and Restated Bylaws of Maplebear Inc.</a>	S-1/A	333-274213	3.4	9/11/2023
4.4	<a href="#">Specimen Common Stock Certificate of the Registrant.</a>	S-1	333-274213	4.1	8/25/2023
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
23.2*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</a>				
24.1*	<a href="#">Power of Attorney (included on signature page).</a>				
99.1	<a href="#">Maplebear Inc. 2023 Equity Incentive Plan and related form agreements.</a>	S-1/A	333-274213	10.4	9/15/2023
99.2	<a href="#">Maplebear Inc. 2023 Employee Stock Purchase Plan.</a>	S-1/A	333-274213	10.5	9/15/2023
107*	<a href="#">Filing Fee Table.</a>				

\* Filed herewith.

## 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 the City of San Francisco, State of California, on March 5, 2024.

### MAPLEBEAR INC.

By: /s/ Fidji Simo  
Fidji Simo  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Fidji Simo, Nick Giovanni, and Morgan Fong, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 his or her substitute or substitutes, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Fidji Simo</u> Fidji Simo	Chief Executive Officer and Chairperson (Principal Executive Officer)	March 5, 2024
<u>/s/ Nick Giovanni</u> Nick Giovanni	Chief Financial Officer (Principal Financial Officer)	March 5, 2024
<u>/s/ Alan Ramsay</u> Alan Ramsay	Chief Accounting Officer (Principal Accounting Officer)	March 5, 2024
<u>/s/ Ravi Gupta</u> Ravi Gupta	Director	March 5, 2024
<u>/s/ Jeffrey Jordan</u> Jeffrey Jordan	Director	March 5, 2024
<u>/s/ Meredith Kopit Levien</u> Meredith Kopit Levien	Director	March 5, 2024
<u>/s/ Barry McCarthy</u> Barry McCarthy	Director	March 5, 2024
<u>/s/ Michael Moritz</u> Michael Moritz	Director	March 5, 2024
<u>/s/ Lily Sarafan</u> Lily Sarafan	Director	March 5, 2024
<u>/s/ Frank Slooman</u> Frank Slooman	Director	March 5, 2024

**Signature**

**Title**

**Date**

/s/ Daniel Sundheim

Director

March 5, 2024

Daniel Sundheim

**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Maplebear Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other <sup>(2)</sup>	13,952,323 <sup>(4)</sup>	\$31.52 <sup>(2)</sup>	\$439,777,221	0.00014760	\$64,912
Equity	Common Stock, par value \$0.0001 per share	Other <sup>(3)</sup>	2,790,465 <sup>(5)</sup>	\$26.80 <sup>(3)</sup>	\$74,784,462	0.00014760	\$11,039
<b>Total Offering Amounts</b>					\$514,561,683		\$75,951
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$75,951

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of common stock (“*Common Stock*”) of Maplebear Inc. (the “*Registrant*”) that become issuable under the Registrant’s 2023 Equity Incentive Plan (the “*2023 Plan*”) and the Registrant’s 2023 Employee Stock Purchase Plan (the “*2023 ESPP*”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Common Stock.
- (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on February 27, 2024.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on February 27, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2023 ESPP.
- (4) Represents the automatic increase to the number of shares of the Registrant’s Common Stock available for issuance under the 2023 Plan effective January 1, 2024, as provided for under the 2023 Plan.
- (5) Represents the automatic increase to the number of shares of the Registrant’s Common Stock available for issuance under the 2023 ESPP effective January 1, 2024, as provided for under the 2023 ESPP.

Jon C. Avina  
+1 650 843 5307  
javina@cooley.com

March 5, 2024

Maplebear Inc.  
50 Beale Street, Suite 600  
San Francisco, CA 94105

Ladies and Gentlemen:

We have acted as counsel to Maplebear Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 16,742,788 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share ( "**Common Stock**"), consisting of (a) 13,952,323 shares of Common Stock issuable pursuant to the Company's 2023 Equity Incentive Plan (the "**2023 Plan**"), and (b) 2,790,465 shares of Common Stock issuable pursuant to the Company's 2023 Employee Stock Purchase Plan (together with the 2023 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Jon C. Avina  
Jon C. Avina



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Maplebear Inc. of our report dated March 5, 2024 relating to the financial statements, which appears in Maplebear Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
March 5, 2024