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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CAMBIUM NETWORKS CORPORATION

(Exact name of registrant as specified in its charter)

Cayman Islands (State or other jurisdiction of incorporation or organization)	Not Applicable (I.R.S. Employer Identification No.)
c/o Cambium Networks, Inc. 3800 Golf Road, Suite 360 Rolling Meadows, Illinois (Address of Principal Executive Offices)	60008 (Zip Code)

CAMBIUM NETWORKS CORPORATION 2019 SHARE INCENTIVE PLAN
CAMBIUM NETWORKS CORPORATION EMPLOYEE SHARE PURCHASE PLAN
(Full title of the plan)

Intertrust Corporate Services (Cayman) Limited
One Nexus Way, Camana Bay
George Town
Grand Cayman KY1-9005
Cayman Islands
+1 (345) 943-3100
(Name, address, including zip code, and telephone number, including area code, of agent for service)
(Telephone number, including area code, of agent for service)

Copies To:

Sally J. Rau
General Counsel
Cambium Networks, Inc.
3800 Golf Road, Suite 360
Rolling Meadows, Illinois 60008
(888) 863-5250

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

Accelerated filer

Non-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	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, par value \$0.0001 per share (the "Ordinary Shares")				
-Reserved for future issuance under the 2019 Share Incentive Plan (the "Share Incentive Plan")	1,301,726 (2)	\$43.87 (4)	\$57,106,719.62	\$6,230.34
-Reserved for future issuance under the Employee Share Purchase Plan (the "ESPP")	260,345 (3)	\$37.29 (5)	\$9,708,265.05	\$1,059.17
TOTAL:	1,562,071		\$66,814,984.67	\$7,289.51

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of securities as may become issuable pursuant to the provisions of the plans relating to adjustments for changes resulting from a share dividend, share split or similar change.
- (2) The number of Ordinary Shares available for issuance under the Share Incentive Plan is subject to an automatic annual increase on the first day of each fiscal year, beginning with the fiscal year ending December 31, 2020, and continuing until (and including) the fiscal year ending December 31, 2029, with such annual increase equal to the lesser of (i) 1,320,000 Ordinary Shares; (ii) 5% of the number of Ordinary Shares outstanding as of the first day of such fiscal year; and (iii) an amount determined by the Board of Directors of the Registrant (the "Share Incentive Plan Evergreen Provision"). Accordingly, the number of Ordinary Shares available for issuance under the Share Incentive Plan was automatically increased by 1,301,726 shares effective January 1, 2021, which is equal to 5% of the total number of Ordinary Shares outstanding as of January 1, 2021. This Registration Statement registers the 1,301,726 additional Ordinary Shares available for issuance under the Share Incentive Plan as of January 1, 2021 as a result of the Share Incentive Plan Evergreen Provision.
- (3) The number of Ordinary Shares available for issuance under the ESPP is subject to an automatic annual increase on the first day of each fiscal year during the term of the ESPP, commencing in 2020, by an amount equal to the lesser of (i) 275,000 Ordinary Shares; (ii) 1% of the outstanding Ordinary Shares as of the last day of the immediately preceding fiscal year; and (iii) such other amount as the Administrator (as defined in the ESPP) may determine (the "ESPP Evergreen Provision"). Accordingly, the number of Ordinary Shares available for issuance under the ESPP was automatically increased by 260,345 shares effective January 1, 2021, which is equal to 1% of the total number of Ordinary Shares outstanding as of December 31, 2020. This Registration Statement registers the 260,345 additional Ordinary Shares available for issuance under the ESPP as of January 1, 2021 as a result of the ESPP Evergreen Provision.
- (4) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The price per share and aggregate offering price are based upon \$43.87, which is the average of the high and low prices of an Ordinary Share on February 25, 2021 as reported on the Nasdaq Global Market.
- (5) Estimated pursuant to Rule 457(h) under the Securities Act solely for purpose of calculating the registration fee on the basis of 85% of \$43.87 per share, which is the average of the high and low price of the Ordinary Share, as reported on the Nasdaq Global Market, on February 25, 2021. Pursuant to the Employee Share Purchase Plan, the purchase price of the Ordinary Shares reserved for issuance thereunder will be 85% of the lower of the fair market value of an Ordinary Share on the Enrollment Date or the Exercise Date (as such terms are defined in the ESPP).

The Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

NOTE

**REGISTRATION OF ADDITIONAL SHARES AND INCORPORATION OF CERTAIN INFORMATION
BY REFERENCE PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Cambium Networks Corporation, a Cayman Islands exempted company (the “Registrant”), relating to 1,562,071 ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”), issuable under the Registrant’s 2019 Share Incentive Plan (the “Share Incentive Plan”) and Employee Share Purchase Plan (the “ESPP”). The Registrant previously filed with the Securities and Exchange Commission (the “Commission”) on June 26, 2019 and March 24, 2020 registration statements on Form S-8 ([Registration No. 333-232341](#) and [Registration No. 333-23757](#)) in each case relating to Ordinary Shares issuable under the Share Incentive Plan and ESPP (collectively, the “Prior Registration Statements”). The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8 regarding the Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the Commission on March 1, 2021 (the “Annual Report”);
- (2) The description of the Ordinary Shares contained in the Registrant’s Registration Statement on [Form 8-A12B filed with the Commission on June 21, 2019](#), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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 hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document 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.

Exhibit No.	Description
4.1	Form of Amended and Restated Memorandum and Articles of Association (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1/A (No. 333-231789), filed with the Commission on June 13, 2019).
4.2	Cambium Networks Corporation 2019 Share Incentive Plan (incorporated by reference to Exhibit 10.17 of the Registrant's Registration Statement on Form S-1/A (No. 333-231789), filed with the Commission on June 13, 2019).
4.3	Cambium Networks Corporation Employee Share Purchase Plan (incorporated by reference to Exhibit 10.15 of the Registrant's Registration Statement on Form S-1/A (No. 333-231789), filed with the Commission on June 13, 2019).
*5.1	Opinion of Walkers with respect to validity of issuance of securities.
*23.1	Consent of Walkers (included as part of Exhibit 5.1 hereto).
*23.2	Consent of KPMG LLP (UK), independent registered public accounting firm.
*23.3	Consent of KPMG LLP (US), independent registered public accounting firm.
*24.1	Power of Attorney (set forth on the signature page of this Registration Statement).
*	Filed herewith.

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 Rolling Meadows, State of Illinois on March 1, 2021.

CAMBIUM NETWORKS CORPORATION

By /s/ ATUL BHATNAGAR
Name Atul Bhatnagar
Title President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Atul Bhatnagar, Stephen Cumming and Sally Rau, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462 promulgated under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, 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 below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ATUL BHATNAGAR</u> Atul Bhatnagar	President and Chief Executive Officer (Principal Executive Officer)	March 1, 2021
<u>/s/ STEPHEN CUMMING</u> Stephen Cumming	Chief Financial Officer (Principal Financial Officer)	March 1, 2021
<u>/s/ MARC NELSON</u> Marc Nelson	Chief Accounting Officer (Principal Accounting Officer)	March 1, 2021
<u>/s/ ROBERT AMEN</u> Robert Amen	Chairman of the Board	March 1, 2021
<u>/s/ ALEXANDER R. SLUSKY</u> Alexander R. Slusky	Director	March 1, 2021
<u>/s/ BRUCE FELT</u> Bruce Felt	Director	March 1, 2021
<u>/s/ VIKRAM VERMA</u> Vikram Verma	Director	March 1, 2021
<u>/s/ KEVIN LYNCH</u> Kevin Lynch	Director	March 1, 2021



1 March 2021

Cambium Networks Corporation
c/o Intertrust Corporate Services (Cayman) Limited
One Nexus Way, Camana Bay
George Town
Grand Cayman KY1-9005
Cayman Islands

Dear Sirs

CAMBIUM NETWORKS CORPORATION

We have acted as Cayman Islands legal advisers to Cambium Networks Corporation (the "**Company**"), and we have examined the Registration Statement on Form S-8 to be filed by the Company with the United States Securities and Exchange Commission (including all supplements and amendments thereto, the "**Registration Statement**"), relating to the registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), of up to 1,562,071 ordinary shares with a par value of US\$0.0001 per share in the capital of the Company (the "**Shares**"), for issuance pursuant to the Company's 2019 Share Incentive Plan (the "**Share Incentive Plan**") and Employee Share Purchase Plan (such plan, together with the Share Incentive Plan, the "**Plans**").

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability and validly existing under the laws of the Cayman Islands with full corporate power and authority to issue the Shares. The Company is in good standing with the Registrar of Companies of the Cayman Islands (the "**Registrar**").
2. The Shares to be issued by the Company have been duly authorised by all necessary corporate action of the Company and, upon the issue of the Shares (by the entry of the name of the registered owner thereof in the register of members of the Company confirming that such Shares have been issued credited as fully paid), delivery and payment therefore by the purchaser in accordance with the Memorandum and Articles of Association (as defined in Schedule 1) and the Plans and in the manner contemplated by the Registration Statement, the Shares will be validly created, legally issued, fully paid and non-assessable (meaning that no additional sums may be levied on the holder thereof by the Company).

Walkers

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Grand Cayman KY1-9001, Cayman Islands

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We have relied upon the statements and representations of directors, officers and other representatives of the Company as to factual matters.

Our opinion as to the good standing of the Company is based solely upon receipt of the Certificate of Good Standing (as defined in Schedule 1) issued by the Registrar. The Company shall be deemed to be in good standing under Section 200A of the Companies Act (as amended) of the Cayman Islands (the "**Companies Act**") on the date of issue of the Certificate of Good Standing if all fees and penalties under the Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person, other than persons entitled to rely upon it pursuant to the provisions of the Securities Act, without our prior written consent.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ Walkers

WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 5 August 2011, the Certificate of Incorporation on Change of Name dated 16 April 2018, the Amended and Restated Memorandum and Articles of Association to be in effect on the date of issuance of the Shares (the "**Memorandum and Articles of Association**"), the Register of Directors, Register of Officers and Register of Mortgages and Charges, copies of which have been provided to us by its registered office in the Cayman Islands (together, the "**Company Records**").
 2. The Cayman Online Registry Information System (CORIS), the Cayman Islands' General Registry's online database, searched on 1 March 2021.
 3. A Certificate of Good Standing dated 1 March 2021 in respect of the Company issued by the Registrar (the "**Certificate of Good Standing**").
 4. Copies of the executed minutes of meeting of the board of Directors of the Company dated 8 June 2019, 19 March 2020 and 12 February 2021 and a copy the executed minutes of meeting of the Compensation Committee of the Company dated 12 February 2021 (together, the "**Resolutions**").
 5. The Registration Statement.
 6. The Plans.
 7. Such other documents as we have deemed necessary to render the opinions set forth herein.
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SCHEDULE 2

Assumptions

This opinion is given based upon the following assumptions:

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the documents reviewed are genuine and are those of a person or persons given power to execute the documents under the Resolutions (as defined in Schedule 1). All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals.
2. The Memorandum and Articles of Association will be the memorandum and articles of association of the Company in force on the date of the issuance of the Shares.
3. The accuracy and completeness of all factual representations made in the Registration Statement and all other documents reviewed by us.
4. The Company will receive consideration in money or money's worth for each Share offered by the Company when issued at the agreed issue price as per the terms of the Registration Statement, such price in any event not being less than the stated par or nominal value of each Share.
5. There are no provisions of the laws of any jurisdiction outside the Cayman Islands which would be contravened by issuance and allotment of the Shares and, insofar as any obligation expressed to be incurred under any of the documents is to be performed in or is otherwise subject to the laws of any jurisdiction outside the Cayman Islands, its performance will not be illegal by virtue of the laws of that jurisdiction.
6. The Company Records are complete and accurate and all matters required by law and the Memorandum and Articles of Association to be recorded therein are completely and accurately so recorded.
7. The Resolutions are and shall remain in full force and effect and have not been and will not be rescinded or amended. The Resolutions were duly adopted at duly convened meetings of the Board of Directors and the members and such meetings were held and conducted in accordance with the Memorandum and Articles of Association in force at the relevant time.
8. The Registration Statement and the Plans conform in every material respect to the latest drafts of the same produced to us and, where provided in successive drafts, have been marked up to indicate all changes to such documents.
9. Each of the Registration Statement and the Plans (including each grant notice issued pursuant thereto) will be duly authorised, executed and delivered by or on behalf of all relevant parties prior to the issue of the Shares and will be legal, valid, binding and enforceable against all relevant parties in accordance with their terms under all relevant laws (other than the laws of the Cayman Islands).
10. All preconditions to the issue of the Shares under the terms of the Plans will be satisfied or duly waived prior to the issue of the Shares and there will be no breach of the terms of the Plans.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Cambium Networks Corporation:

We consent to the use of our report dated May 3, 2019, except for note 12 and note 13 as to which the date is June 12, 2019, with respect to the consolidated statements of operations, comprehensive loss, shareholders' deficit, and cash flows of Cambium Networks Corporation for the year ended December 31, 2018, and the related notes incorporated herein by reference.

/s/ KPMG LLP

London, United Kingdom
March 1, 2021

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Cambium Networks Corporation:

We consent to the use of our report dated March 1, 2021, with respect to the consolidated balance sheets of Cambium Networks Corporation as of December 31, 2019 and 2020, the related consolidated statements of operations, comprehensive income (loss), shareholders' (deficit) equity, and cash flows for each of the years in the two-year period ended December 31, 2020, and the related notes, incorporated herein by reference.

Our report refers to a change to the lease accounting principle as a result of the adoption of Accounting Standards Codification Topic 842, *Leases*.

/s/ KPMG LLP

Chicago, Illinois
March 1, 2021