

# ANCESTRY.COM INC.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

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Address	360 WEST 4800 NORTH PROVO, UT 84604
Telephone	801-705-7000
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**ANCESTRY.COM INC.**

(Exact name of registrant as specified in its charter)

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

**360 West 4800 North  
Provo, UT 84604**  
(Address of Principal Executive Offices Including Zip Code)

**26-1235962**  
(I.R.S. Employer  
Identification No.)

**MyFamily.com, Inc. 1998 Stock Plan  
MyFamily.com, Inc. 2004 Stock Plan  
MyFamily.com, Inc. Executive Stock Plan  
Generations Holding, Inc. 2008 Stock Purchase and Option Plan  
Ancestry.com Inc. 2009 Stock Incentive Plan**  
(Full title of the plan)

**Timothy Sullivan  
President and Chief Executive Officer  
360 West 4800 North  
Provo, UT 84604**  
(Name and address of agent for service)

**(801) 705-7000**  
(Telephone number, including area code, of agent for service)

*Copies to :*  
**Barbara L. Becker  
Stewart L. McDowell  
Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, NY 10166  
Tel: (212) 351-4000  
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**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
Common stock, \$0.001 par value per share				
—Outstanding under the MyFamily.com, Inc. 1998 Stock Plan	183,110 (2)	\$0.89 (3)	\$162,967.90	\$ 9.09
—Outstanding under the MyFamily.com, Inc. 2004 Stock Plan	3,917,595 (2)	\$4.61 (3)	\$18,060,112.95	\$1,007.75
—Outstanding under the MyFamily.com, Inc. Executive Stock Plan	535,107 (2)	\$4.38 (3)	\$2,343,768.66	\$ 130.78
—Outstanding under the Generations Holding, Inc. 2008 Stock Purchase and Option Plan	5,783,461 (2)	\$5.98 (3)	\$34,585,096.78	\$1,929.85
—To be issued under the Ancestry.com Inc. 2009 Stock Incentive Plan	2,120,146 (4)	\$13.49 (5)	\$28,600,769.54	\$1,595.92

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an additional indeterminable number of shares as may be necessary to adjust the number of shares being offered or issued pursuant to the MyFamily.com, Inc. 1998 Stock Plan; the MyFamily.com, Inc. 2004 Stock Plan; the MyFamily.com, Inc. Executive Stock Plan; the Generations Holding, Inc. 2008 Stock Purchase and Option Plan; and the Ancestry.com Inc. 2009 Stock Incentive Plan, as a result of stock splits, stock dividends or similar transactions effected without the Registrant's receipt of consideration which would increase the number of shares of common stock.
- (2) Represents 183,110 shares of common stock subject to outstanding awards under the MyFamily.com, Inc. 1998 Stock Plan, 3,917,595 shares of common stock subject to outstanding awards under the MyFamily.com, Inc. 2004 Stock Plan, 535,107 shares of common stock subject to outstanding awards under the MyFamily.com, Inc. Executive Stock Plan and 5,783,461 shares of common stock subject to outstanding awards under the Generations Holding, Inc. 2008 Stock Purchase and Option Plan. Any shares of common stock subject to outstanding awards under these stock incentive plans that on or after the effective date of the Ancestry.com Inc. 2009 Stock Incentive Plan cease to be subject to such awards will be available for future issuance under the Ancestry.com Inc. 2009 Stock Incentive Plan. See footnote 4 below.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The price per share represents the weighted average exercise price for outstanding options under the plan.
- (4) To the extent outstanding awards under the MyFamily.com, Inc. 1998 Stock Plan, the MyFamily.com, Inc. 2004 Stock Plan, the MyFamily.com, Inc. Executive Stock Plan and the Generations Holding, Inc. 2008 Stock Purchase and Option Plan cease to be subject to such awards on or after effective date of the Ancestry.com Inc. 2009 Stock Incentive Plan, the shares of common stock subject to such awards will be available for future issuance under the Ancestry.com Inc. 2009 Stock Incentive Plan. See footnote 2 above.
- (5) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$13.49, which is the average of the high and low prices for the registrant's common stock as reported on The Nasdaq Global Select Market on November 17, 2009.

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**PART I**

The documents containing the information specified by Part I, Items 1 and 2, of Form S-8 have been or will be delivered to participants in the plans covered by this Registration Statement, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of the Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

Ancestry.com Inc. (the "Registrant") hereby incorporates by reference in this Registration Statement the following documents previously filed with the Commission:

(a) The Registrant's prospectus, dated November 4, 2009, filed with the Commission pursuant to Rule 424(b) under the Securities Act, in connection with the Registrant's Registration Statement on Form S-1 (File No. 333-160986) that contains audited financial statements for the latest fiscal year;

(b) The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on November 2, 2009, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (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 or 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement.

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

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

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### **Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant's amended and restated certificate of incorporation provides for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and the Registrant's amended and restated bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. In addition, the Registrant has approved entry into indemnification agreements with its directors and certain officers containing provisions which may be in some respects broader than the specific indemnification provisions contained in the Delaware General Corporation Law. The indemnification agreements may require the Registrant to indemnify its directors against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.

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

Not applicable.

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### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1*	Amended and Restated Certificate of Incorporation
4.2*	Amended and Restated Bylaws
4.3*	MyFamily.com, Inc. 1998 Stock Plan
4.4*	MyFamily.com, Inc. 2004 Stock Plan
4.5*	MyFamily.com, Inc. Executive Stock Plan
4.6*	Generations Holding, Inc. 2008 Stock Purchase and Option Plan
4.7*	Ancestry.com Inc. 2009 Stock Incentive Plan
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)

\* Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form S-1 (File No. 333-160986), as declared effective on November 4, 2009.

### 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 the 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 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

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(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) of this section do not apply if the registration statement is on Form S-8, and 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 the registration statement.

(2) That, 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) To 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 AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, 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 Provo, State of Utah on November 19, 2009.

**ANCESTRY.COM INC.**

By: /s/ William Stern  
 William Stern  
 General Counsel and Corporate Secretary

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints William Stern his true and lawful attorney-in-fact and agent, 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 to the 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 attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in 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 attorney-in-fact and agent 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Timothy Sullivan</u> Timothy Sullivan	President and Chief Executive Officer (Principal Executive Officer)	November 19, 2009
<u>/s/ Howard Hochhauser</u> Howard Hochhauser	Chief Financial Officer (Principal Financial Officer and Accounting Officer)	November 19, 2009
<u>/s/ Charles M. Boesenberg</u> Charles M. Boesenberg	Director	November 19, 2009
<u>/s/ David Goldberg</u> David Goldberg	Director	November 19, 2009
<u>/s/ Thomas Layton</u> Thomas Layton	Director	November 19, 2009
<u>/s/ Elizabeth Nelson</u> Elizabeth Nelson	Director	November 19, 2009
<u>/s/ Victor Parker</u> Victor Parker	Director	November 19, 2009
<u>/s/ Benjamin Spero</u> Benjamin Spero	Director	November 19, 2009

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\* Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form S-1 (File No. 333-160986), as declared effective on November 4, 2009.

GIBSON, DUNN & CRUTCHER LLP  
LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

555 Mission Street, San Francisco, California 94105  
(415) 393-8200

www.gibsondunn.com

November 19, 2009

Direct Dial  
(415) 393-8200

Ancestry.com Inc.  
360 West 4800 North  
Provo, UT 84604

Client No.  
C36333-00003

Re: *Proposed Offering of up to an aggregate of 12,539,419 Shares of Common Stock Pursuant to (i) the MyFamily.com, Inc. 1998 Stock Plan, (ii) the MyFamily.com, Inc. 2004 Stock Plan, (iii) the MyFamily.com, Inc. Executive Stock Plan, (iv) the Generations Holding, Inc. 2008 Stock Purchase and Option Plan and (v) the Ancestry.com Inc. 2009 Stock Incentive Plan.*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Ancestry.com Inc. (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on November 19, 2009, pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to an aggregate of 12,539,419 shares of the Company's common stock, par value \$0.001 per share, (the "Shares"). The Shares subject to the Registration Statement are to be issued under (i) the MyFamily.com, Inc. 1998 Stock Plan, (ii) the MyFamily.com, Inc. 2004 Stock Plan, (iii) the MyFamily.com, Inc. Executive Stock Plan, (iv) the Generations Holding, Inc. 2008 Stock Purchase and Option Plan and (v) the Ancestry.com Inc. 2009 Stock Incentive Plan (collectively, the "Plans").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

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Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the MyFamily.com, Inc. 1998 Stock Plan, MyFamily.com, Inc. 2004 Stock Plan, MyFamily.com, Inc. Executive Stock Plan, Generations Holding, Inc. 2008 Stock Purchase and Option Plan and Ancestry.com Inc. 2009 Stock Incentive Plan of our report dated April 13, 2009 (except for paragraph three of Note 14, as to which the date is October 30, 2009), with respect to the consolidated financial statements of Ancestry.com Inc. included in its Registration Statement on Form S-1 (No. 333-160986) filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, Utah  
November 18, 2009