

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

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

Corsair Gaming, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-2335306
(I.R.S. Employer
Identification Number)

**115 N. McCarthy Boulevard
Milpitas, California**
(Address of registrant's principal executive offices)

95035
(Zip Code)

**2020 Incentive Award Plan
2020 Employee Stock Purchase Plan**
(Full Title of the Plan)

Thi L. La
Chief Executive Officer
Corsair Gaming, Inc.
115 N. McCarthy Boulevard
Milpitas, California 95035
(Name and address of agent for service)
(510) 657-8747
(Telephone number, including area code, of agent for service)

Copies to:

Phillip S. Stoup, Esq.
Shira Oyserman, Esq.
Freshfields US LLP
One Bush Street, 17th Floor
San Francisco, California 94104
(415) 400-2200

Michael Potter
Chief Financial Officer
115 N. McCarthy Boulevard
Milpitas, California 95035
(510) 657-8747

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 13(a) of the Exchange Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 5,238,195 shares of the Registrant's common stock issuable under the following employee benefit plans for which Registration Statements of the Registrant on

Form S-8 (File Nos. [333-279188](#), [333-271812](#), [333-264772](#), [333-254142](#), and [333-249065](#)) are effective: (i) the 2020 Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 4,190,556 shares of common stock and (ii) the 2020 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 1,047,639 shares of common stock.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission (File Nos. [333-279188](#), [333-271812](#), [333-264772](#), [333-254142](#), and [333-249065](#)) are incorporated by reference herein.

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Date Filed	
4.1	Second Amended and Restated Certificate of Incorporation.	8-K	3.1	09/25/2020	
4.2	Amended and Restated Bylaws.	8-K	3.2	09/25/2020	
4.3	Form of Common Stock Certificate of the Registrant.	S-1/A	4.2	09/18/2020	
5.1	Opinion of Freshfields US LLP.				X
23.1	Consent of Freshfields US LLP (included in Exhibit 5.1).				X
23.2	Consent of Independent Registered Public Accounting Firm.				X
24.1	Power of Attorney (included in the signature page to this registration statement).				X
99.1(a)#	2020 Incentive Award Plan.	S-1/A	10.3	09/14/2020	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2020 Incentive Award Plan.	S-1/A	10.3(a)	09/14/2020	
99.1(c)#	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2020 Incentive Award Plan.	S-1/A	10.3(b)	09/14/2020	
99.1(d)#	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2020 Incentive Award Plan.	S-1/A	10.3(c)	09/14/2020	
99.2#	2020 Employee Stock Purchase Plan.	S-1/A	10.4	09/14/2020	
107.1	Filing Fee Table.				X

Indicates management contract or compensatory plan.

San Francisco

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San Francisco, CA 94104
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freshfields.us

August 7, 2025

Corsair Gaming, Inc.
115 N. McCarthy Boulevard
Milpitas, California 95035

Ladies and Gentlemen:

Corsair Gaming, Inc., a Delaware corporation (the “**Company**”), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the “**Registration Statement**”) for the purpose of registering under the Securities Act of 1933, as amended (the “**Securities Act**”), 5,238,195 shares of Common Stock of the Company, par value \$0.0001 per share (the “**Securities**”), that may be issued under the Company’s 2020 Incentive Award Plan (the “**2020 Plan**”) and the 2020 Employee Stock Purchase Plan (the “**ESPP**,” and together with the 2020 Plan, the “**Plans**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that, in our opinion, as of the date hereof, the Securities have been duly authorized and, when and to the extent issued, delivered and paid for in accordance with the Plans, the Securities will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the General Corporation Law of the State of Delaware.

FRESHFIELDS

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Freshfields US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 26, 2025, with respect to the consolidated financial statements of Corsair Gaming, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
August 7, 2025

Calculation of Filing Fee Tables

Form S-8 (Form Type)

Corsair Gaming, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	4,190,556 ⁽²⁾	\$8.59 ⁽³⁾	\$35,996,876.04	\$0.0001531	\$5,511.13
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	1,047,639 ⁽⁴⁾	\$7.30 ⁽⁵⁾	\$7,647,764.70	\$0.0001531	\$1,170.88
Total Offering Amounts					\$43,644,640.74		\$6,682.01
Total Fee Offsets⁽⁶⁾							\$ —
Net Fee Due							\$6,682.01

(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 the Registrant’s common stock that become issuable under the 2020 Incentive Award Plan (the “2020 Plan”) and the 2020 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.

(2) Represents the additional shares of common stock available for future issuance under the Registrant’s 2020 Plan resulting from an annual increase as of January 1, 2025.

(3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant under the 2020 Plan is the average of the high and low prices for the registrant’s common stock as reported on the Nasdaq Global Select Market on August 1, 2025, which was \$8.59.

(4) Represents the additional shares of common stock available for future issuance under the Registrant’s ESPP resulting from an annual increase as of January 1, 2025.

(5) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant under the ESPP is \$7.30, which represents the average of the high and low prices for the registrant’s common stock as reported on the Nasdaq Global Select Market on August 1, 2025, multiplied by 85%, which is the percentage of the price per share applicable to purchase under the ESPP.

(6) The Registrant does not have any fee offsets.

