
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 2

to

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Opendoor Technologies Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

7372

(Primary Standard Industrial
Classification Code Number)

98-1515020

(I.R.S. Employer
Identification Number)

410 N. Scottsdale Road, Suite 1600

Tempe, Arizona 85281

(415) 896-6737

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Carrie Wheeler

Chief Financial Officer

Opendoor Technologies Inc.

410 N. Scottsdale Road, Suite 1600

Tempe, Arizona 85281

(415) 896-6737

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Rachel W. Sheridan, Esq.

Shagufa R. Hossain, Esq.

Latham & Watkins LLP

885 Third Avenue

New York, NY 10022

(212) 906-1200

Elizabeth Stevens

Head of Legal

Opendoor Technologies Inc.

N. Scottsdale Road, Suite 1600

Tempe, Arizona 85281

(415) 896-6737

Approximate date of commencement of proposed sale of the securities to the public: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act") check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" 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.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The eXtensible Business Reporting Language (“XBRL”) exhibits indicated in Part II to Post- Effective Amendment No. 1 (“Post-Effective Amendment No. 1”) to the Registration Statement on Form S-1 (File No. 333-251529) (the “Registration Statement”) were not included with the filing of Post- Effective Amendment No. 1 with the Securities and Exchange Commission on March 8, 2021. In addition, Exhibits 10.8 and 10.11 to Post-Effective Amendment No. 1 incorporated by reference the incorrect exhibits. This Post-Effective Amendment No. 2 (“Post-Effective Amendment No. 2”) to the Registration Statement is being filed solely for the purpose of filing the XBRL exhibits and revising the exhibits being incorporated by reference for Exhibits 10.8 and 10.11, as indicated in Part II, Item 16 of this Post- Effective Amendment No. 2. Accordingly, this Post-Effective Amendment No. 2 consists only of the facing page, this explanatory note, Item 16, the signature pages to this Post-Effective Amendment No. 2 and the filed exhibits. Part I, consisting of the prospectus, and the balance of Part II of the Registration Statement are unchanged and have been omitted from this Post-Effective Amendment No. 2.

PART II: INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

The financial statements filed as part of this registration statement are listed in the index to the financial statements immediately preceding such financial statements, which index to the financial statements is incorporated herein by reference.

<u>Exhibit No.</u>	<u>Description</u>
2.1*	<u>Agreement and Plan of Merger, dated as of September 15, 2020, by and among Social Capital Hedosophia Corp. II, Hestia Merger SubInc. and Opendoor Labs Inc. (incorporated by reference to Exhibit 2.1 to Amendment No. 1 to the Current Report on Form 8-K filed September 17, 2020).</u>
3.1*	<u>Certificate of Incorporation of Opendoor Technologies Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed December 18, 2020).</u>
3.2*	<u>Bylaws of Opendoor Technologies Inc. (incorporated by reference to Exhibit 3.3 to Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-251529) filed on January 15, 2021).</u>
4.1*	<u>Warrant Agreement, dated April 27, 2020, between Social Capital Hedosophia HoldingsCorp. II and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed April 30, 2020).</u>
4.2*	<u>Specimen Common Stock Certificate of Opendoor Technologies Inc. (incorporated by reference to Exhibit 4.5 to Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 6, 2020).</u>
5.1*	<u>Opinion of Latham & Watkins LLP. (incorporated by reference to Exhibit 5.1 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-251529) filed March 8, 2021).</u>
10.1*	<u>Sponsor Support Agreement, dated September 15, 2020, by and among SCH Sponsor II LLC, the Registrant, each officer and director of the Registrant and Opendoor Labs Inc. (incorporated by reference to Exhibit 10.2 to Amendment No. 1 to the Current Report on Form 8-K filed September 17, 2020).</u>
10.2*	<u>Opendoor Holders Support Agreement, dated September 15, 2020, by and among the Registrant, Opendoor Labs Inc. and certain stockholders of Opendoor Labs Inc. (incorporated by reference to Exhibit 10.3 to Amendment No. 1 to the Current Report on Form 8-K filed September 17, 2020).</u>
10.3*	<u>Form of Subscription Agreement, by and between the Registrant and the undersigned subscriber party thereto (incorporated by reference to Exhibit 10.1 to Amendment No. 1 to the Current Report on Form 8-K filed September 17, 2020).</u>
10.4*	<u>Amended and Restated Registration Rights Agreement, by and among Opendoor Technologies Inc., SCH Sponsor II LLC, certain former stockholders of Opendoor Labs Inc., Cipora Herman, David Spillane and ChaChaCha SPAC B, LLC, Hedosophia Group Limited and 010118 Management, L.P. (incorporated by reference to Exhibit 10.14 to the Current Report on Form 8-K filed December 18, 2020).</u>
10.5*	<u>Convertible Notes Exchange Agreement, dated as of September 14, 2020, by and among Opendoor Labs Inc. and the holders party thereto (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-4 (File No. 333-249302) filed October 5, 2020).</u>
10.6*	<u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed December 18, 2020).</u>
10.7*	<u>Opendoor Labs Inc. 2014 Stock Plan (as amended) (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-4 (File No. 333-249302) filed October 5, 2020).</u>

<u>Exhibit No.</u>	<u>Description</u>
10.8*	<u>Form of Notice of Restricted Stock Unit Grant and RSU Terms and Conditions Under 2014 Stock Plan (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-4 (File No. 333-249302) filed October 5, 2020).</u>
10.9*	<u>Form of Notice of Stock Option Grant and Stock Option Agreement under 2014 Stock Plan (incorporated by reference to Exhibit 10.20 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 25, 2020).</u>
10.10*	<u>Opendoor Technologies Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed December 18, 2020).</u>
10.11*	<u>Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement Under 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.11 to the Annual Report on Form 10-K filed March 4, 2021).</u>
10.12*	<u>Opendoor Technologies Inc. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed December 18, 2020).</u>
10.13*	<u>Amended and Restated Continued Employment Letter Agreement, dated as of September 14, 2020, by and between Opendoor Labs Inc. and Eric Wu (incorporated by reference to Exhibit 10.24 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.14*	<u>Offer Letter Agreement, dated as of July 22, 2019, by and between Opendoor Labs Inc. and Tom Willerer (as amended September 1, 2020) (incorporated by reference to Exhibit 10.25 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.15*	<u>Amendment to Offer Letter Agreement, entered into as of July 22, 2019, by and between Opendoor Labs Inc. and Tom Willerer, dated as of September 1, 2020 (incorporated by reference to Exhibit 10.26 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.16*	<u>Offer Letter Agreement, dated as of September 18, 2019, by and between Opendoor Labs Inc. and Julie Todaro (incorporated by reference to Exhibit 10.27 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.17*	<u>Offer Letter Agreement, dated as of April 13, 2014, by and between Opendoor Labs Inc. and Ian Wong (as amended September 1, 2020) (incorporated by reference to Exhibit 10.28 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.18*	<u>Amendment to Offer Letter Agreement, entered into as of April 13, 2014, by and between Opendoor Labs Inc. and Ian Wong, dated as of September 1, 2020 (incorporated by reference to Exhibit 10.29 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.19*	<u>Offer Letter Agreement, dated as of July 10, 2017, by and between Opendoor Labs Inc. and Gautam Gupta (incorporated by reference to Exhibit 10.30 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.20*	<u>Offer Letter Agreement, dated as of January 9, 2017, by and between Opendoor Labs Inc. and Jason Child (incorporated by reference to Exhibit 10.31 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.21*	<u>Offer Letter Agreement, dated as of September 3, 2020, by and between Opendoor Labs Inc. and Carrie Wheeler (incorporated by reference to Exhibit 10.32 to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-249302) filed November 27, 2020).</u>
10.22*	<u>Offer Letter Agreement, dated as of October 22, 2020, by and between Opendoor Labs Inc. and Andrew Low Ah Kee (incorporated by reference to Exhibit 10.12 to the Form 8-K filed December 18, 2020).</u>

Exhibit No.	Description
10.23*	Opendoor Technologies Inc. Non-Employee Director Compensation Policy (incorporated by reference to Exhibit 10.13 to the Form 8-K filed December 18, 2020).
10.24*	Offer Letter Agreement, dated as of December 20, 2016, by and between Opendoor Labs Inc. and Elizabeth Stevens. (incorporated by reference to Exhibit 10.24 to the Form S-1 filed January 13, 2021).
10.25*	Retention Bonus Agreement, dated as of September 26, 2019, by and between Opendoor Labs Inc. and Elizabeth Stevens. (incorporated by reference to Exhibit 10.25 to the Form S-1 filed January 13, 2021).
21.1*	List of subsidiaries of Opendoor Technologies Inc. (incorporated by reference to Exhibit 21.1 to the registrant's Form 10-K filed with the SEC on March 4, 2021).
23.1*	Consent of Marcum LLP (incorporated by reference to Exhibit 23.1 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-251529) filed March 8, 2021).
23.2*	Consent of Deloitte & Touche LLP (incorporated by reference to Exhibit 23.2 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-251529) filed March 8, 2021).
23.3*	Consent of Latham & Watkins LLP (included as part of Exhibit 5.1).
24.1*	Power of Attorney (included on signature page of this Registration Statement).
101.INS	XBRL Instance Document .
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

† Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on March 12, 2021.

OPENDOOR TECHNOLOGIES INC.

By: /s/ Carrie Wheeler

Name: Carrie Wheeler
Title: *Chief Financial Officer*

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on March 12, 2021.

<u>Signature</u>	<u>Title</u>
*	
<u>Eric Wu</u>	Director and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Carrie Wheeler</u>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>Carrie Wheeler</u>	
*	
<u>Adam Bain</u>	Director
*	
<u>Cipora Herman</u>	Director
*	
<u>Pueo Keffer</u>	Director
*	
<u>Glenn Solomon</u>	Director
*	
<u>Jason Kilar</u>	Director
*	
<u>Jonathan Jaffe</u>	Director

By: /s/ Carrie Wheeler

Carrie Wheeler
Attorney-in-fact