

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

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

StarTek, Inc.

(Exact name of registrant as specified in its charter)

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

84-1370538
*(I.R.S. employer
Identification No.)*

Carrara Place
4th Floor, Suite 485
6200 South Syracuse Way
Greenwood Village, CO 80111
(Address of principal executive offices)

80111
(Zip code)

STARTEK, INC. AMENDED AND RESTATED 2008 EQUITY INCENTIVE PLAN
(Full title of the plan)

Aparup Sengupta
Executive Chairman and Global CEO
StarTek, Inc.
Carrara Place
4th Floor, Suite 485
6200 South Syracuse Way
Greenwood Village, CO 80111
(Name and address of agent for service)

(303) 262-4500
(Telephone number, including area code, of agent for service)

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 <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input 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. <input type="checkbox"/>	

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock	225,000 shares	\$4.86	\$1,092,375.00	\$119.18

- Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement will also cover any additional shares of common stock that become issuable under the Startek, Inc. Amended and Restated 2008 Equity Incentive Plan by reason of any stock dividend, stock split, reorganization or other similar transaction effected without the registrant's receipt of consideration that results in an increase in the number of outstanding shares of the registrant's common stock.
- Estimated solely for purposes of calculating the registration fee. Based on the average high and low prices reported on the New York Stock Exchange on October 12, 2020, pursuant to Rule 457(c) and 457(h)(1).



**REGISTRATION OF ADDITIONAL SECURITIES FOR ISSUANCE UNDER
THE STARTEK, INC. AMENDED AND RESTATED 2008 EQUITY INCENTIVE PLAN**

This Registration Statement on Form S-8 (this "Registration Statement") is being filed for the purpose of registering an additional 225,000 shares of common stock, par value \$0.01 per share ("Common Stock"), of StarTek, Inc. (the "Company") to be issued pursuant to the StarTek, Inc. 2008 Equity Incentive Plan, as amended and restated June 14, 2016 (the "Plan"). The Company registered 1,174,298 shares of Common Stock for issuance under the Plan on a Registration Statement on Form S-8 (File No. 333-150634) (the "Initial Plan Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") on May 5, 2008, and an additional 500,000 shares of Common Stock on a Registration Statement on Form S-8 (File No. 333-195801), filed with the Commission on May 8, 2014, an additional 250,000 shares of Common Stock on a Registration Statement on Form S-8 (File No. 333-213039), filed with the Commission on August 10, 2016 and an additional 500,000 shares of Common Stock on a Registration Statement on Form S-8 (File No. 333-245010), filed with the Commission on August 12, 2020. In accordance with Section E of the General Instructions to Form S-8, the Initial Plan Registration Statement previously filed with the Commission relating to the Plan is incorporated herein by reference, except that provisions contained in Part II of the Initial Plan Registration Statement are modified as set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference in this Registration Statement the following documents:

- (a) The Company's Annual Report on [Form 10-K for the year ended December 31, 2019, filed on March 12, 2020](#), as amended by [Form 10-K/A thereto, filed on May 5, 2020](#);
- (b) The Company's Quarterly Report on [Form 10-Q for the quarter ended March 31, 2020, filed on June 10, 2020](#);
- (c) The Company's Quarterly Report on [Form 10-Q for the quarter ended June 30, 2020, filed on August 10, 2020](#);
- (d) The Company's Current Reports on Form 8-K (or Form 8-K/A, as the case may be), filed on [January 16, 2020](#), [February 10, 2020](#), [March 31, 2020](#), [April 23, 2020](#), [May 5, 2020](#), [May 20, 2020](#), [July 6, 2020](#), [July 8, 2020](#), [July 13, 2020](#) and [August 5, 2020](#) (other than documents or portions of those documents deemed to be furnished but not filed); and
- (e) The description of the Company's common stock, par value \$0.01 per share, contained in the Registration Statement on [Form 8-A](#) filed 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.

In addition, all other reports and documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement (except for portions of the Company's current reports furnished, as opposed to filed, on Form 8-K), and prior to the filing of a post-effective amendment that indicates that all the securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of the filing of such documents with the Commission.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or incorporated by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference modifies or supersedes the statement. Any 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

The following is a list of all exhibits filed as part of this Registration Statement or, as noted, incorporated by reference into this Registration Statement:

Exhibit No.	Exhibit Description	Incorporated Herein by Reference		
		Form	Exhibit	Filing Date
3.1	Restated Certificate of Incorporation of StarTek, Inc.	S-1	3.1	1/29/97
3.2	Certificate of Amendment to the Certificate of Incorporation of StarTek, Inc. filed with the Delaware Secretary of State on May 21, 1999	10-K	3.3	3/8/00
3.3	Certificate of Amendment to the Certificate of Incorporation of StarTek, Inc. filed with the Delaware Secretary of State on May 23, 2000	10-Q	3.4	8/14/00
3.4	Certificate of Amendment to the Restated Certificate of Incorporation of StarTek, Inc. filed with the Delaware Secretary of State on June 19, 2018	8-K	3.1	7/20/2018
3.5	Amended and Restated Bylaws of StarTek, Inc.	8-K	3.2	11/1/11
4.1	Specimen Common Stock Certificate	10-Q	4.2	11/6/07
4.2	StarTek, Inc. 2008 Equity Incentive Plan, as amended and restated	DEF 14A	A	4/29/16
4.3	First Amendment to StarTek, Inc. 2008 Equity Incentive Plan, as amended and restated	DEF 14A	A	3/29/19
4.4	Second Amendment to StarTek, Inc. 2008 Equity Incentive Plan, as amended and restated	DEF 14A	A	3/27/20
4.5	Third Amendment to StarTek, Inc. 2008 Equity Incentive Plan, as amended and restated	DEF 14C	A	9/29/20
5.1*	Opinion of Sherman & Howard L.L.C.			
23.1*	Consent of BDO India LLP			
23.2*	Consent of Plante & Moran PLLC			
23.3*	Consent of Sherman & Howard L.L.C. (included in Exhibit 5.1)			

* Filed with this Form S-8.

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 Mumbai, Country of India, on October 13, 2020.

STARTEK, INC.

By: /s/ Aparup Sengupta
Aparup Sengupta
President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Aparup Sengupta and Ramesh Kamath or either of them (with full power to each of them to act alone), as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and on his or her behalf to sign any and all amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and any documents required to be filed with respect therewith, with the Securities and Exchange Commission or any regulatory authority, granting unto such 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 in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done.

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/ Aparup Sengupta</u> Aparup Sengupta <i>Principal Executive Officer</i>	Director, President and Chief Executive Officer	October 13, 2020
<u>/s/ Ramesh Kamath</u> Ramesh Kamath <i>Principal Accounting and Financial Officer</i>	Senior Vice President, Chief Financial Officer and Treasurer	October 13, 2020
<u>/s/ Sanjay Chakrabarty</u> Sanjay Chakrabarty	Director	October 13, 2020
<u>/s/ Bharat Rao</u> Bharat Rao	Director	October 13, 2020
<u>/s/ Albert Aboody</u> Albert Aboody	Director	October 13, 2020
<u>/s/ Mukesh Sharda</u> Mukesh Sharda	Director	October 13, 2020
<u>/s/ Julie Schoenfeld</u> Julie Schoenfeld	Director	October 13, 2020
<u>/s/ Gerald Schafer</u> Gerald Schafer	Director	October 13, 2020

Exhibit 5.1

[Sherman & Howard L.L.C. Letterhead]

StarTek, Inc.
Carrara Place
4th Floor Suite 485
6200 South Syracuse Way
Greenwood Village, Colorado 80111

Re: StarTek, Inc. Form S-8 Registration Statement

Ladies and Gentleman:

Reference is made to the registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Commission") on or about October 13, 2020 (the "Registration Statement") by StarTek, Inc., a Delaware corporation (the "Company"), for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 225,000 shares of its common stock, \$0.01 par value per share (the "Common Stock"), which may be issued pursuant to the StarTek, Inc. 2008 Equity Incentive Plan, as amended and restated June 14, 2016 (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have examined originals or copies of all documents, corporate records or other writings that we consider relevant for the purposes of this opinion. In such examination, we have assumed the genuineness of all signatures on all original documents, the legal competency of each individual executing any such documents, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as photocopies of originals. As to facts material to our opinions, we have relied, without independent verification, upon certificates, documents, statements and other information of the Company or representatives or officers thereof.

Based on the foregoing and the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the shares of Common Stock, when issued, delivered and paid for as contemplated by the Registration Statement and in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws other than the General Corporation Law of the State of Delaware (including the statutory provisions thereof, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws). We express no opinion with respect to the blue sky securities laws of any state, including Delaware.

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Sincerely,

/s/ Sherman & Howard L.L.C.

Consent of Independent Registered Public Accounting Firm

Startek, Inc.
Greenwood Village, Colorado

We hereby consent to the incorporation by reference in the following Registration Statement of our report dated March 12, 2020, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Startek Inc and its subsidiaries, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2019:

- I. registration on Form S-8 registering an additional 225,000 shares of StarTek, Inc. common stock issuable pursuant to the Startek, Inc. amended and restated 2008 Equity Incentive Plan.

/s/ BDO India LLP
BDO India LLP

Mumbai, India
October 13, 2020

CONSENT OF INDEPENDENT AUDITORS

Startek, Inc.
Greenwood Village, Colorado

We consent to the incorporation by reference in to the following Registration Statement of StarTek Inc. and subsidiaries on Form S-8 of our report dated March 14, 2019 on the consolidated financial statements of StarTek Inc. and subsidiaries as of and for the period ended December 31, 2018 and the effectiveness of internal control over financial reporting of StarTek, Inc. as of December 31, 2018, appearing in the Annual Report of Form 10-K of StarTek Inc. and subsidiaries for the year ended December 31, 2019:

- a new registration on Form S-8 registering an additional 225,000 shares of StarTek, Inc. common stock issuable pursuant to the Startek, Inc. Amended and Restated 2008 Equity Incentive Plan.

/s/ Plante & Moran, PLLC
Plante & Moran, PLLC

Denver, Colorado
October 13, 2020