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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Bumble Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7370
(Primary Standard Industrial
Classification Code Number)

85-3604367
(I.R.S. Employer
Identification No.)

**1105 West 41st Street
Austin, TX 78756
Telephone: (512) 696-1409**

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

**Whitney Wolfe Herd
Chief Executive Officer
Bumble Inc.
1105 West 41st Street
Austin, TX 78756
Telephone: (512) 696-1409**

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

Copies to:

**Joshua Ford Bonnie
William R. Golden III
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
Telephone: (202) 636-5500**

**Laura Franco
Chief Legal and Compliance Officer
Bumble Inc.
1105 West 41st Street
Austin, TX 78756
Telephone: (512) 696-1409**

**Byron B. Rooney
Roshni Banker Cariello
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000**

Approximate date of commencement of the proposed sale of the securities to the public: **As soon as practicable after the Registration Statement is declared 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, 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. File No. 333-252124

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

Accelerated filer

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 Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share(3)	3,450,000	\$58.55(2)	\$201,997,500	\$22,037.93

- (1) Includes 450,000 shares of Class A common stock that are subject to the underwriters' option to purchase additional shares.
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended. The price per share and aggregate offering price are based on the average of the high and low price of the Registrant's shares of common stock on September 3, 2021, as reported on the Nasdaq Global Select Market.
- (3) The shares of Class A common stock being registered hereunder are in addition to the 17,250,000 shares of Class A common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-259365).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Bumble Inc. (the "Registrant"). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant's Registration Statement on Form S-1 (File No. 333-259365), as amended, which was declared effective by the Commission on September 9, 2021.

The Registrant hereby (i) undertakes to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on September 10, 2021) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 filed by the Registrant on September 7, 2021 (File No. 333-259365) and incorporated herein by reference)</u>
23.1	<u>Consent of Ernst & Young LLP as to Bumble Inc.</u>
23.2	<u>Consent of Ernst & Young LLP as to Buzz Holdings L.P.</u>
23.3	<u>Consent of Ernst & Young LLP as to Worldwide Vision Limited</u>
23.4	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included in the signature page to the Registration Statement on Form S-1 filed by the Registrant on September 7, 2021 (File No. 333-259365) and incorporated herein by reference)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on the 9th day of September, 2021.

BUMBLE INC.

By: /s/ Anuradha B. Subramanian
Name: Anuradha B. Subramanian
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 9th day of September, 2021.

Signature	Title
* _____ Whitney Wolfe Herd	Chief Executive Officer and Director (principal executive officer)
* _____ Ann Mather	Chair of the Board of Directors
* _____ Christine L. Anderson	Director
* _____ R. Lynn Atchison	Director
* _____ Sachin J. Bavishi	Director
* _____ Matthew S. Bromberg	Director
* _____ Amy M. Griffin	Director
* _____ Jonathan C. Korngold	Director
* _____ Jennifer B. Morgan	Director
* _____ Elisa A. Steele	Director
* _____ Pamela A. Thomas-Graham	Director

Signature

Title

/s/ Anuradha B. Subramanian

Anuradha B. Subramanian

Chief Financial Officer

(principal financial officer and principal accounting officer)

* By: /s/ Anuradha B. Subramanian

Name: Anuradha B. Subramanian

Title: Attorney-in-fact

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" included in the Registration Statement (Form S-1 File No. 333-259365) and related Prospectus of Bumble Inc. for the registration of its Class A common stock and to the incorporation by reference therein of our report dated March 15, 2021, with respect to the financial statements of Bumble Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas
September 9, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" included in the Registration Statement (Form S-1 File No. 333-259365) and related Prospectus of Bumble Inc. for the registration of its Class A common stock and to the incorporation by reference therein of our report dated March 15, 2021, with respect to the consolidated financial statements of Buzz Holdings L.P. included in the Annual Report (Form 10-K) of Bumble Inc. for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas
September 9, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” in the Registration Statement (Form S-1 File No. 333-259365) and related Prospectus of Bumble Inc. for the registration of its Class A common stock, and to the incorporation by reference therein of our report dated October 30, 2020, with respect to the consolidated financial statements of Worldwide Vision Limited and subsidiaries included in the Annual Report (Form 10-K) of Bumble Inc. for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cambridge, United Kingdom
September 9, 2021