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

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

Roku, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

26-2087865
(I.R.S. Employer
Identification No.)

150 Winchester Circle
Los Gatos, California 95032
(408) 556-9040
(Address of principal executive offices) (Zip code)

Roku, Inc. 2008 Equity Incentive Plan
Roku, Inc. 2017 Equity Incentive Plan
Roku, Inc. 2017 Employee Stock Purchase Plan
(Full titles of the plans)

Stephen H. Kay
General Counsel and Secretary
Roku, Inc.
150 Winchester Circle Los Gatos, California 95032
(408) 556-9040
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Mark P. Tanoury
John T. McKenna
Seth J. Gottlieb
Alex K. Kassai
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

David Y. Oh
Roku, Inc.
150 Winchester Circle
Los Gatos, California 95032
(408) 556-9040

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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) 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 7(a)(2)(B) of the Securities Act.

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
Class A Common Stock, par value \$0.0001 per share				
– 2017 Equity Incentive Plan	12,000,000 (2)(3)	\$14.00 (8)	\$168,000,000	\$19,472
– 2017 Employee Stock Purchase Plan	3,000,000 (4)(5)	\$11.90 (9)	\$35,700,000	\$4,138
– 2008 Equity Incentive Plan	27,328,082 (6)	\$— (10)	\$—	\$—
Class B Common Stock, par value \$0.0001 per share				
– 2008 Equity Incentive Plan	27,328,082 (7)	\$4.4574 (11)	\$121,812,193	\$14,119
Total	69,656,164		\$325,512,193	\$37,729

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Registrant’s Class A or Class B common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Class A or Class B common stock, as applicable.
- (2) Represents 12,000,000 shares reserved for future issuance pursuant to stock options and restricted stock unit awards under the Registrant’s 2017 Equity Incentive Plan (the “*2017 Plan*”). To the extent that any stock options outstanding under our 2008 Equity Incentive Plan (the “*2008 Plan*”) expire or are terminated prior to exercise, the shares of Class B common stock reserved for issuance pursuant to such stock options will become available for issuance as shares of Class A common stock under the 2017 Plan. See footnote 7 below.
- (3) The number of shares reserved for issuance under the 2017 Plan will automatically increase on January 1st each year, starting on January 1, 2018 and continuing through January 1, 2027, by the lesser of (a) five percent (5%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the immediately preceding calendar year and (b) a number determined by the Registrant’s board of directors.
- (4) Represents shares of Class A common stock reserved for future issuance under the Registrant’s 2017 Employee Stock Purchase Plan (the “*2017 ESPP*”).
- (5) The number of shares reserved for issuance under the 2017 ESPP will automatically increase on January 1st each year, starting on January 1, 2018 and continuing through January 1, 2027, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, (b) 3,000,000 shares of Class A common stock or (c) a number determined by the Registrant’s board of directors.
- (6) Represents shares of Class A common stock issuable upon conversion of Class B common stock underlying options outstanding under the 2008 Plan as of the date of this Registration Statement.
- (7) Represents shares of Class B common stock reserved for issuance pursuant to stock options outstanding under the 2008 Plan as of the date of this Registration Statement. To the extent that any such stock options expire or are terminated prior to exercise, the shares of Class B common stock reserved for issuance pursuant to such stock options will become available for issuance as shares of Class A common stock under the 2017 Plan. See footnote 2 above.
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$14.00 per share of Class A common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-220318) declared effective on September 27, 2017.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$14.00 per share of Class A common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-220318) declared effective on September 27, 2017 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2017 ESPP.
- (10) Pursuant to Rule 457(i), there is no fee associated with the registration of shares of Class A common stock issuable upon conversion of shares of any Class B common stock (a convertible security) being registered under this Registration Statement because no additional consideration will be received in connection with the conversion of shares of Class B common stock.
- (11) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price for outstanding options granted pursuant to the 2008 Plan.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Roku, Inc. (the "**Registrant**") with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The Registrant's prospectus filed on September 28, 2017 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1 (File No. 333-220318), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(b) The description of the Registrant's Class A Common Stock which is contained in a registration statement on Form 8-A filed on September 19, 2017 (File No. 001-38211) under the Exchange Act of 1934, as amended (the "**Exchange Act**"), including any amendment or report filed for the purpose of updating such description.

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a 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 subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

See the description of the Registrant's Class A and Class B common stock contained in the Registration Statement on Form S-1 (File No. 333-220318).

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

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 that will be in effect upon the closing of the initial public offering permits indemnification of our 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 that will be in effect upon the closing of the initial public offering provide that the Registrant will indemnify its directors and executive officers and permit the Registrant to indemnify its other officers, employees and other agents, in each case to the maximum extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Securities Exchange Act of 1934, as amended, that might be incurred by any director or officer in his or her capacity as such.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by			Reference
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as amended and as currently in effect.	S-1	333-220318	3.1	September 18, 2017
4.2	Form of Amended and Restated Certificate of Incorporation of the Registrant, to become effective upon the closing of the Registrant's initial public offering.	S-1	333-220318	3.2	September 18, 2017
4.3	Amended and Restated Bylaws of Roku, Inc., as currently in effect.	S-1	333-220318	3.4	September 1, 2017
4.4	Form of Amended and Restated Bylaws of the Registrant, to be effective upon the closing of the Registrant's initial public offering.	S-1	333-220318	3.4	September 18, 2017
4.5	Form of Class A Common Stock Certificate.	S-1	333-220318	4.1	September 18, 2017
4.6*	Form of Class B Common Stock Certificate				
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Roku, Inc. 2008 Equity Incentive Plan.	S-1	333-220318	10.3	September 1, 2017
99.2	Forms of Option Agreement and Option Grant Notice under the 2008 Equity Incentive Plan.	S-1	333-220318	10.4	September 1, 2017
99.3	Roku, Inc. 2017 Equity Incentive Plan.	S-1	333-220318	10.5	September 18, 2017
99.4	Forms of Option Agreement and Option Grant Notice under the 2017 Equity Incentive Plan.	S-1	333-220318	10.6	September 18, 2017
99.5	Form of Restricted Stock Unit Grant Notice and Award Agreement under the 2017 Equity Incentive Plan.	S-1	333-220318	10.7	September 18, 2017
99.6	Roku, Inc. 2017 Employee Stock Purchase Plan.	S-1	333-220318	10.8	September 18, 2017

* Filed herewith

ITEM 9. UNDERTAKINGS

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this 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 a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(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)(i) and (a)(ii) do not apply if 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.

(b) 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) 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.

(d) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

2. 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. 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 Securities and Exchange 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

Pursuant to the requirements of the Securities Act of 1933, 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 Los Gatos, State of California, on this 28th day of September, 2017.

ROKU, INC.


By: /s/ Anthony Wood
Anthony Wood
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Anthony Wood and Steve Louden, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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/ Anthony Wood</u> Anthony Wood	President, Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	September 28, 2017
<u>/s/ Steve Louden</u> Steve Louden	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 28, 2017
<u>/s/ Ravi Ahuja</u> Ravi Ahuja	Director	September 28, 2017
<u>/s/ Shawn Carolan</u> Shawn Carolan	Director	September 28, 2017
<u>/s/ Jeffrey Hastings</u> Jeffrey Hastings	Director	September 28, 2017
<u>/s/ Alan Henricks</u> Alan Henricks	Director	September 28, 2017
<u>/s/ Neil Hunt</u> Neil Hunt	Director	September 28, 2017
<u>/s/ Daniel Leff</u> Daniel Leff	Director	September 28, 2017
<u>/s/ Ray Rothrock</u> Ray Rothrock	Director	September 28, 2017



NUMBER

RU

SHARES

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR CERTAIN DEFINITIONS AND LEGENDS

This certifies that

is the record holder of


FULLY PAID AND NONASSESSABLE SHARES OF CLASS B COMMON STOCK, \$0.0001 PAR VALUE PER SHARE, OF ROKU, INC.

transferable on the books of the corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated: _____

CHIEF EXECUTIVE OFFICER



SECRETARY

BY _____

COUNTERSIGNED AND REGISTERED
AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC
(BROOKLYN, NY)
TRANSFER AGENT
AND REGISTRAR

AUTHORIZED SIGNATURE

The Corporation shall furnish without charge to each stockholder who so requests a statement of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock of the Corporation or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Such requests shall be made to the Corporation's Secretary at the principal office of the Corporation.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, OR DESTROYED THE CORPORATION WILL REQUIRE A BOND INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common
COM PROP - as community property

UNIF GIFT MIN ACT - Custodian
(Cust) (Minor)
under Uniform Gifts to Minors Act
(State)
UNIF TRF MIN ACT - Custodian (until age)
(Cust) (Minor)
under Uniform Transfers to Minors Act
(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ shares of the capital stock represented by within Certificate, and do hereby irrevocably constitute and appoint

_____ attorney-in-fact to transfer the said stock on the books of the within named Corporation with full power of the substitution in the premises.

Dated _____

X _____

X _____

Signature(s) Guaranteed:

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

By _____

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION, (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15. GUARANTEES BY A NOTARY PUBLIC ARE NOT ACCEPTABLE. SIGNATURE GUARANTEES MUST NOT BE DATED.



John T. McKenna
+1 650 843 5059
jmckenna@cooley.com

September 28, 2017

Roku, Inc.
150 Winchester Circle
Los Gatos, CA 95032

Ladies and Gentlemen:

We have acted as counsel to Roku, Inc., a Delaware corporation (the "*Company*"), in connection with the filing of a registration statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission covering the offering of up to (a) 27,328,082 shares of Class B common stock, par value \$0.0001 per share, (the "*Class B 2008 EIP Shares*") issuable pursuant to the Company's 2008 Equity Incentive Plan, as amended, and (b) 42,328,082 shares of Class A common stock, par value \$0.0001 per share, consisting of (i) 27,328,082 shares of Class A common stock (the "*Class A 2008 EIP Shares*") issuable pursuant to the Company's 2008 Equity Incentive Plan, (ii) 12,000,000 shares of Class A common stock (the "*Class A 2017 EIP Shares*") issuable pursuant to the Company's 2017 Equity Incentive Plan, and (iii) 3,000,000 shares of Class A common stock (together with the Class B 2008 EIP Shares, Class A 2008 EIP Shares and Class A 2017 EIP Shares, the "*Shares*") issuable pursuant to the Company's 2017 Employee Stock Purchase Plan (together with the Company's 2017 Equity Incentive Plan and 2008 Equity Incentive Plan, the "*Plans*").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com



Roku, Inc.
September 28, 2017
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

By: /s/ John T. McKenna
John T. McKenna

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 26, 2017 (August 22, 2017 as to Note 12 and September 15, 2017 as to the reverse stock split as described in the Stock Split paragraph in Note 13), relating to the consolidated financial statements of Roku, Inc. and its subsidiaries (the "Company"), appearing in the Prospectus dated September 27, 2017 filed by the Company, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Company's Registration Statement No. 333-220318 on Form S-1, as amended.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

September 28, 2017