

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

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

Vera Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**170 Harbor Way, 3rd Floor
South San Francisco, California
(Address of Principal Executive Offices)**

81-2744449
(IRS employer
identification number)

94080
(Zip Code)

**2017 Equity Incentive Plan
2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Marshall Fordyce, M.D.
Chief Executive Officer and President
170 Harbor Way, 3rd Floor
South San Francisco, California 94080
(650) 770-0077**

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

Copies to:

**Jodie Bourdet
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**

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"/>		Smaller reporting company	<input checked="" type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
			Emerging growth company	<input checked="" 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.

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
2017 Equity Incentive Plan, as amended (options) (Class A common stock, \$0.001 par value per share)	2,193,001(2)	\$3.17(5)	\$6,951,813.17(5)	\$758.44

2021 Equity Incentive Plan (Class A common stock, \$0.001 par value per share)	2,212,335(3)	\$11.84(6)	\$26,194,046.40(6)	\$2,857.77
2021 Employee Stock Purchase Plan (Class A common stock, \$0.001 par value per share)	220,251(4)	\$10.06(7)	\$2,216,606.06(7)	\$241.83
TOTAL	4,625,587	—	\$35,362,465.63	\$3,858.05

- (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 Class A common stock, par value \$0.001 (the “**Class A Common Stock**”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”), 2021 Employee Stock Purchase Plan (the “**ESPP**”) or 2017 Equity Incentive Plan, as amended (the “**2017 Plan**”), by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Class A Common Stock.
- (2) Represents shares of Class A Common Stock reserved for issuance upon the exercise of outstanding options granted under the 2017 Plan. The 2017 Plan has been terminated and no further option grants will be made under the 2017 Plan, and any shares underlying outstanding options that terminate or expire prior to exercise or settlement, are not issued because the award is settled in cash, are forfeited because of the failure to vest, or are reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the purchase or exercise price, will be allocated to the 2021 Plan.
- (3) Represents shares of Class A Common Stock currently reserved for future grant under the 2021 Plan. To the extent outstanding awards under the 2017 Plan, consisting of those referenced in footnotes (2) and (3) above, terminate or expire prior to exercise or settlement, are not issued because the award is settled in cash, are forfeited because of the failure to vest, or are reacquired or withheld (or not issued) to satisfy a tax withholding obligation or the purchase or exercise price, the shares of Class A Common Stock subject to such awards instead will be available for future issuance under the 2021 Plan. The 2021 Plan also provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2021 Plan on January 1st of each year for a period of 10 years, beginning on January 1, 2022 and continuing through January 1, 2031, in an amount equal to (a) 5% of the total number of shares of Class A Common Stock outstanding on December 31st of the immediately preceding year or (b) a lesser number of shares of Class A Common Stock determined by the Registrant’s board of directors no later than the date of any such increase.
- (4) Represents shares of Class A Common Stock reserved for issuance under the Registrant’s ESPP. The ESPP provides that the number of Class A Common Stock reserved for issuance will automatically increase on January 1st of each year for a period of 10 years, beginning on January 1, 2022 and continuing through January 1, 2031. The number of shares added each year will be equal to the lesser of: (a) 1% of the total number of shares of the Registrant’s Class A Common Stock outstanding on December 31st of the preceding calendar year; and (b) 440,502 shares of Class A Common Stock, except before the date of any such increase, the Registrant’s board of directors may determine that such increase will be less than the amount set forth in clauses (a) and (b).
- (5) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using a weighted-average exercise price for such shares.
- (6) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based upon \$11.84 , which is the average of the high and low prices of the Class A Common Stock as reported on The Nasdaq Global Market on May 17, 2021.
- (7) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based upon \$10.06, which is the average of the high and low prices of the Class A Common Stock as reported on The Nasdaq Global Market on May 17, 2021, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the ESPP.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “**Commission**”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- (a) the Registrant’s [prospectus](#) filed on May 17, 2021 pursuant to Rule 424(b), dated May 13, 2021, under the Securities Act relating to the Registration Statement on [Form S-1, as amended](#) (File No. 333-255492), which contains audited financial statements for the Registrant’s latest fiscal year, for which such statements have been filed; and
- (b) the description of the Class A Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-40407) filed with the Commission on May 11, 2021, under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. 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 herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

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 permits indemnification of the Registrant’s 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 provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its 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 the Registrant's directors and officers, whereby the Registrant has agreed to indemnify the Registrant's 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 the Registrant's directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Exhibit Description
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40407) filed with the Commission on May 18, 2021).</u>
4.2	<u>Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40407) filed with the Commission on May 18, 2021).</u>
4.3	<u>Form of Class A common stock certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-255492), filed with the Commission on May 10, 2021).</u>
4.4	<u>Second Amended and Restated Investors' Rights Agreement, by and among the Registrant and certain of its stockholders, dated October 29, 2020 (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-255492), filed with the Commission on April 23, 2021).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>

- 24.1 [Power of Attorney \(included on the signature page of this registration statement\).](#)
- 99.1 [Vera Therapeutics, Inc. 2017 Equity Incentive Plan, as amended \(incorporated herein by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-255492\), filed with the Commission on April 23, 2021\).](#)
- 99.2 [Forms of Grant Notice, Stock Option Agreement and Notice of Exercise under the Vera Therapeutics, Inc. 2017 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-255492\), filed with the Commission on April 23, 2021\).](#)
- 99.3 [Vera Therapeutics, Inc. 2021 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-255492\), filed with the Commission on May 10, 2021\).](#)
- 99.4 [Forms of Stock Option Grant Notice, Stock Option Agreement and Notice of Exercise under the Vera Therapeutics, Inc. 2021 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-255492\), filed with the Commission on May 10, 2021\).](#)
- 99.5 [Forms of Restricted Stock Unit Grant Notice and Award Agreement under the Vera Therapeutics, Inc. 2021 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-255492\), filed with the Commission on May 10, 2021\).](#)
- 99.6 [Vera Therapeutics, Inc. 2021 Employee Stock Purchase Plan incorporated herein by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-255492\), filed with the Commission on May 10, 2021\).](#)

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

1. 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; and

(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)(1)(i) and (A)(1)(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.

2. 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.

3. 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.

B. 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.

C. 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 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 South San Francisco, State of California on May 18, 2021.

Vera Therapeutics, Inc.

By: /s/ Marshall Fordyce, M.D.

Marshall Fordyce, M.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marshall Fordyce, M.D. and Jonathan Wolter, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marshall Fordyce, M.D.</u> Marshall Fordyce, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2021
<u>/s/ Jonathan Wolter</u> Jonathan Wolter	Chief Financial Officer (Principal Financial Officer)	May 18, 2021
<u>/s/ Joseph Young</u> Joseph Young	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	May 18, 2021
<u>/s/ Kurt von Emster, C.F.A.</u> Kurt von Emster, C.F.A.	Chairperson of the Board	May 18, 2021
<u>/s/ Andrew Cheng, M.D., Ph.D.</u> Andrew Cheng, M.D., Ph.D.	Director	May 18, 2021
<u>/s/ Beth Seidenberg, M.D.</u> Beth Seidenberg, M.D.	Director	May 18, 2021
<u>/s/ Maha Katabi, Ph.D.</u> Maha Katabi, Ph.D.	Director	May 18, 2021
<u>/s/ Patrick Enright</u> Patrick Enright	Director	May 18, 2021
<u>/s/ Scott Morrison</u> Scott Morrison	Director	May 18, 2021



Jodie Bourdet
T: +1 415 693 2054
jbourdet@cooley.com

May 18, 2021

Vera Therapeutics, Inc.
170 Harbor Way, 3rd Floor
South San Francisco, California 94080

Ladies and Gentlemen:

We have represented Vera Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of up to 4,625,587 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.001 per share (the “**Class A Stock**”), consisting of (i) 2,193,001 shares of Class A Stock issuable pursuant to the Company’s 2017 Equity Incentive Plan, as amended (the “**2017 Plan**”), (ii) 2,212,335 shares of Class A Stock issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”), and (iii) 220,251 shares of Class A Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (collectively with the 2017 Plan and the 2021 Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 the 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 101 California Street 5th Floor San Francisco, CA 94111-5800
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May 18, 2021

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

Sincerely,

Cooley LLP

By: /s/ Jodie Bourdet

Jodie Bourdet

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800
t: +1 415 693 2000 f: +1 415 693 2222 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 19, 2021, except as to note 15B, which is as of May 10, 2021, with respect to the financial statements of Vera Therapeutics, Inc. incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
May 18, 2021