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

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

Gritstone bio, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
5959 Horton Street, Suite 300
Emeryville, California 94608
(Address of Principal Executive Offices)

47-4859534
(I.R.S. Employer
Identification Number)

94608
(Zip Code)

**2018 Incentive Award Plan
2018 Employee Stock Purchase Plan**
(Full Title of the Plan)

Andrew Allen, M.D., Ph.D.
President and Chief Executive Officer
Gritstone bio, Inc.
5959 Horton Street, Suite 300
Emeryville, California 94608
(510) 871-6100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Effie Toshav, Esq.
Robert A. Freedman, Esq.
Ryan Mitteness, Esq.
Chelsea Anderson, Esq.
Fenwick & West LLP
401 Union Street, 5th Floor
Seattle, WA 98101
(415) 875-2300

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 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.

**Proposed sale to take place as soon after the effective date of the
registration statement as awards under the plans are exercised and/or vest.**

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on October 2, 2018 (File No. 333-227665) (the “Original Registration Statement”), Gritstone bio, Inc. (f/k/a Gritstone Oncology, Inc.) (the “Registrant”) registered 2,782,920 shares of common stock, par value \$0.0001 per share (the “Common Stock”), issuable under the Gritstone Oncology, Inc. 2018 Incentive Award Plan (the “2018 Plan”), and 282,334 shares of Common Stock issuable under the Gritstone Oncology, Inc. 2018 Employee Stock Purchase Plan (the “ESPP”). The Original Registration Statement also registered 2,355,270 shares of Common Stock issuable under the Gritstone Oncology, Inc. 2015 Equity Incentive Plan, as amended (the “2015 Plan”), which shares become available for issuance under the 2018 Plan to the extent awards under the 2015 Plan are forfeited or lapse unexercised and are not issued under the 2015 Plan.

By a registration statement on Form S-8 filed with the SEC on March 28, 2019 (File No. 333-230581) (the “2019 Registration Statement”), the Registrant registered an additional 1,160,000 shares of Common Stock issuable under the 2018 Plan and an additional 290,000 shares of Common Stock issuable under the ESPP.

By a registration statement on Form S-8 filed with the SEC on March 11, 2020 (File No. 333-237095) (the “2020 Registration Statement”), the Registrant registered an additional 1,454,553 shares of Common Stock issuable under the 2018 Plan and an additional 363,638 shares of Common Stock issuable under the ESPP.

By a registration statement on Form S-8 filed with the SEC on March 11, 2021 (File No. 333-254177) (the “March 2021 Registration Statement”), the Registrant registered an additional 1,902,107 shares of Common Stock issuable under the 2018 Plan and an additional 475,526 shares of Common Stock issuable under the ESPP.

By a registration statement on Form S-8 filed with the SEC on March 10, 2022 (File No. 333-263451) (the “March 2022 Registration Statement”), the Registrant registered an additional 2,761,915 shares of Common Stock issuable under the 2018 Plan and an additional 690,479 shares of Common Stock issuable under the ESPP.

By a registration statement on Form S-8 filed with the SEC on March 9, 2023 (File No. 333-270429) (the “March 2023 Registration Statement”), the Registrant registered an additional 3,475,796 shares of Common Stock issuable under the 2018 Plan, an additional 868,949 shares of Common Stock issuable under the ESPP.

The Registrant is hereby registering an additional 3,903,416 shares of Common Stock issuable under the 2018 Plan and an additional 975,854 shares of Common Stock issuable under the ESPP, which shares are now available for grant pursuant to the automatic annual increase provisions in the 2018 Plan and ESPP.

Pursuant to General Instruction E of Form S-8, the contents of the Original Registration Statement, the 2019 Registration Statement, the 2020 Registration Statement, the March 2021 Registration Statement, the March 2022 Registration Statement, and the March 2023 Registration Statement are incorporated by reference in this registration statement on Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date	Exhibit Number	
4.1(a)	Amended and Restated Certificate of Incorporation.	8-K	10-2-18	3.1	
4.2(b)	Certificate of Amendment to Amended and Restated Certificate of Incorporation.	8-K	5-6-21	3.1	
4.2	Amended and Restated Bylaws.	8-K	5-6-21	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	9-17-18	4.2	
5.1	Opinion of Fenwick & West LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1(a)#	2018 Incentive Award Plan.	S-8	10-2-18	99.2(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Incentive Award Plan.	S-1	9-17-18	10.7(b)	
99.1(c)#	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2018 Incentive Award Plan.	S-1	9-17-18	10.7(c)	
99.1(d)#	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Incentive Award Plan.	S-1	9-17-18	10.7(d)	
99.2#	2018 Employee Stock Purchase Plan.	S-8	10-2-18	99.3	
107	Filing Fee Table				X

Indicates management contract or compensatory plan.



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Seattle, WA 98101

206.389.4510
Fenwick.com

March 5, 2024

Gritstone bio, Inc.
5959 Horton Street, Suite 300
Emeryville, CA 94608

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Gritstone bio, Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about March 5, 2024 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 4,879,270 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share (the "**Common Stock**"), subject to issuance by the Company, that consists of (a) 3,903,416 shares upon the exercise or settlement of awards to be granted under the Company's 2018 Incentive Award Plan (the "**2018 Plan**") and (b) 975,854 shares pursuant to purchase rights to acquire shares of Common Stock to be granted under the Company's 2018 Employee Stock Purchase Plan (the "**ESPP**") (together, the "**Plans**").

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the "**Opinion Certificate**"). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the

Electronic Data Gathering, Analysis and Retrieval System (“*EDGAR*”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Incentive Award Plan and 2018 Employee Stock Purchase Plan of Gritstone bio, Inc. of our report dated March 5, 2024, with respect to the consolidated financial statements of Gritstone bio, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California
March 5, 2024

CALCULATION OF FILING FEE TABLES

Form S-8

(Form Type)

Gritstone bio, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed maximum offering price per unit	Maximum aggregate offering price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	4,879,270 ⁽²⁾⁽³⁾	\$2.06 ⁽⁴⁾	\$10,051,296.20	\$0.0001476	\$1,483.58
Total Offering Amount					\$10,051,296.20		\$1,483.58
Total Fees Offset							0
Net Fee Due							\$1,483.58

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock, \$0.0001 par value per share (“Common Stock”), that become issuable under the Gritstone Oncology, Inc. 2018 Incentive Award Plan (“2018 Plan”), the Gritstone Oncology, Inc. 2018 Employee Stock Purchase Plan (“2018 ESPP”) and the Gritstone bio, Inc. 2021 Employment Inducement Incentive Plan (the “2021 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) The 2018 Plan provides for an annual increase in the number of shares reserved and available for issuance under the 2018 Plan each January 1 until January 1, 2028, in an amount equal to four percent (4%) of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares as approved by the Board. The 2018 ESPP provides for an annual increase in the number of shares reserved and available for issuance under the 2018 ESPP each January 1 until January 1, 2028, in an amount equal to one percent (1%) of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares determined by the Board. The 4,879,270 shares of Common Stock registered hereunder consists of (i) 3,903,416 shares under the 2018 Plan and (ii) 975,854 shares under the 2018 ESPP.
- (3) The 4,879,270 shares of Common Stock registered hereunder were authorized as of January 1, 2024 pursuant to the annual increase provisions described above.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act on the basis of \$2.06 per share, which represents the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 1, 2024.

