
**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)

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

**5959 Horton Street, Suite 300
Emeryville, California 94608**
(Address of Principal Executive Offices)

94608
(Zip Code)

2021 Employment Inducement Incentive 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:

Brian J. Cuneo, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600

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
Non-accelerated filer

Accelerated filer
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.

**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

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on May 6, 2021 (File No. 333-255847) (the “Original Registration Statement”), Gritstone bio, Inc. (the “Registrant”) registered 790,400 shares of common stock, par value \$0.0001 per share (the “Common Stock”), issuable under the 2021 Employment Inducement Incentive Plan (the “2021 Plan”). The Registrant is hereby registering an additional 700,000 shares of Common Stock issuable under the 2021 Plan which shares are now available for grant.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Original Registration Statement are incorporated by reference in this registration statement on Form S-8.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

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	Date	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 Latham & Watkins LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Latham & Watkins 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)#	2021 Employment Inducement Incentive Plan.	S-8	5-6-21	99.1	
99.1(b)#	Form of Stock Option Agreement under the 2021 Employment Inducement Incentive Plan.	S-8	5-6-21	99.2	
99.1(c)#	Form of Restricted Stock Unit Award Agreement under the 2021 Employment Inducement Incentive Plan.	S-8	5-6-21	99.3	
99.1(d)#	Form of Stock Award Agreement under the 2021 Employment Inducement Incentive Plan.	S-8	5-6-21	99.4	
107	Filing Fee Table				X

Indicates management contract or compensatory plan.

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 Emeryville, California, on this 9th day of May, 2022.

Gritstone bio, Inc.

By:
/s/ Andrew Allen
Andrew Allen, M.D., Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Andrew Allen, M.D., Ph.D., Vassiliki Economides and Rahsaan Thompson and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her 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 file this registration statement, 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 order to effectuate the same as fully, to all intents and purposes, as they or 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, 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 date indicated.

Signature	Title	Date
/s/ Andrew Allen Andrew Allen, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	May 9, 2022
/s/ Vassiliki Economides Vassiliki Economides	Chief Financial Officer (Principal Financial Officer)	May 9, 2022
/s/ James Cho James Cho	Chief Accounting Officer (Principal Accounting Officer)	May 9, 2022
/s/ Elaine Jones Elaine Jones, Ph.D.	Chairperson of Our Board of Directors	May 9, 2022
/s/ Clare Fisher Clare Fisher	Director	May 9, 2022
/s/ Steve Krognos Steve Krognos	Director	May 9, 2022
/s/ Naiyer A. Rizvi Naiyer A. Rizvi, M.D.	Director	May 9, 2022
/s/ Richard Heyman Richard A. Heyman, Ph.D.	Director	May 9, 2022
/s/ Shefali Agarwal Shefali Agarwal, M.D., M.P.H.	Director	May 9, 2022

LATHAM & WATKINS^{LLP}

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Milan	

May 9, 2022

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

Re: Registration Statement on Form S-8; 700,000 shares of Common Stock of Gritstone bio, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Gritstone bio, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 700,000 shares of common stock of the Company, par value \$0.0001 per share (the “**Shares**”), issuable under the Company’s 2021 Employment Inducement Incentive Plan (the “**2021 Plan**”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on May 9, 2022 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the 2021 Plan, assuming in each case that the individual issuances, grants or awards under the 2021 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable 2021 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins 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 2021 Employee Inducement Incentive Plan of Gritstone bio, Inc. of our report dated March 10, 2022, 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, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
May 5, 2022

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)	700,000 ⁽²⁾	\$2.49 ⁽³⁾	\$1,743,000.00	\$92.70 per \$1,000,000	\$161.58
	Total Offering Amount				\$1,743,000.00		\$161.58
	Total Fees Offset						0 ⁽⁴⁾
	Net Fee Due						\$161.58

- (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 2021 Employment Inducement Incentive Plan (“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) Represents the additional shares of common stock available for future issuance under the Registrant’s Inducement Plan resulting from an amendment adopted by the Registrant’s Board of Directors as of April 21, 2022.
- (3) 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 \$2.49 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 May 6, 2022.
- (4) The Registrant does not have any fee offsets.