

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

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

Unity Biotechnology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
285 East Grand Avenue
South San Francisco, CA
(Address of Principal Executive Officer)

26-4726035
(I.R.S. Employer
Identification No.)
94080
(Zip Code)

2018 Incentive Award Plan
2018 Employee Stock Purchase Plan
(Full title of the plan)

Anirvan Ghosh, Ph.D. Chief Executive Officer
Unity Biotechnology, Inc.
285 East Grand Avenue
South San Francisco, CA 94080
(Name and address of agent for service)

(650) 416-1192
(Telephone number, including area code, of agent for service)

Copy to:

Alexander Nguyen, Esq.
General Counsel and Corporate Secretary
Unity Biotechnology, Inc.
285 East Grand Avenue
South San Francisco, CA 94080
Telephone: (650) 416-1192
Facsimile: (415) 656-4371

Drew Capurro, Esq.
Latham & Watkins LLP
650 Town Center Drive, 20th Floor
Costa Mesa, CA 92626
Telephone: (714) 540-1235
Facsimile: (714) 755-8290

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering an additional 1,007,097 shares of the Registrant's common stock, par value \$0.0001 per share, issuable under the following employee benefit plans for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-270567, 333-263576, 333-254619, 333-237088, 333-230086, and 333-224726) are effective: (i) the 2018 Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 839,248 of common stock and (ii) the 2018 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 167,849 shares of common stock.

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

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Commission on May 7, 2018 ([File No. 333-224726](#)), March 6, 2019 ([File No. 333-230086](#)), March 11, 2020 ([File No. 333-237088](#)) and March 23, 2021 ([File No. 333-254619](#)), March 15, 2022 ([File No. 333-263576](#)), and March 15, 2023 ([File No. 333-270567](#)) are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document, except for Item 8, which is being updated by this Registration Statement on Form S-8.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation of Unity Biotechnology, Inc.	8-K	5-7-18	3.1	
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Unity Biotechnology, Inc.	8-K	10-19-22	3.1	
4.3	Amended and Restated Bylaws of Unity Biotechnology, Inc.	10-K	4-15-24	3.3	
4.4	Form of Common Stock Certificate.	10-Q	11-8-22	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)#	2018 Incentive Award Plan.	S-8	5-7-18	99.2(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Incentive Award Plan.	S-1	4-5-18	10.4(b)	
99.1(c)#	Form of Restricted Stock Award Grant Notice under the 2018 Incentive Award Plan.	S-1	4-5-18	10.4(c)	
99.1(d)#	Form of Restricted Stock Unit Award Grant Notice under the 2018 Incentive Award Plan.	S-1	4-5-18	10.4(d)	
99.2#	2018 Employee Stock Purchase Plan.	S-8	5-7-18	99.3	
99.3(a)#	2020 Employment Inducement Incentive Award Plan	S-8	3-20-20	99.3(a)	
99.3(b)#	Amendment to 2020 Employment Inducement Incentive Award Plan	S-8	11-24-20	99.3(b)	
99.3(c)#	Second Amendment to 2020 Employment Inducement Incentive Award Plan	S-8	3-15-23	99.3(c)	
99.3(d)#	Form of Stock Option Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	3-20-20	99.3(d)	
99.3(e)#	Form of Restricted Stock Unit Award Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	3-20-20	99.3(e)	
99.3(f)#	Form of Performance Stock Unit Award Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	3-20-20	99.3(f)	
99.3(g)#	Form of Stock Award Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	3-20-20	99.3(g)	
107	Filing Fee Table				X

Indicates management contract or compensatory plan.

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 South San Francisco, California.

Date: April 15, 2024

Unity Biotechnology, Inc.

By: /s/ Anirvan Ghosh

Anirvan Ghosh, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Anirvan Ghosh, Ph.D., Alexander Nguyen, and Lynne Sullivan, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and 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 the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. 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 that all said attorneys-in-fact and agents, or their, his or her 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 on behalf of the Registrant, in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> <i>/s/ Anirvan Ghosh</i> Anirvan Ghosh, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 15, 2024
<hr/> <i>/s/ Lynne Sullivan</i> Lynne Sullivan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	April 15, 2024
<hr/> <i>/s/ Keith R. Leonard Jr.</i> Keith R. Leonard Jr.	Chairman	April 15, 2024
<hr/> <i>/s/ Paul L. Berns</i> Paul L. Berns	Director	April 15, 2024
<hr/> <i>/s/ Nathaniel E. David</i> Nathaniel E. David, Ph. D.	Director	April 15, 2024
<hr/> <i>/s/ Gilmore O'Neill</i> Gilmore O'Neill, M.B.	Director	April 15, 2024
<hr/> <i>/s/ Margo Roberts</i> Margo Roberts, Ph. D.	Director	April 15, 2024
<hr/> <i>/s/ Michael P. Samar</i> Michael P. Samar	Director	April 15, 2024
<hr/> <i>/s/ Camille D. Samuels</i> Camille D. Samuels	Director	April 15, 2024

650 Town Center Drive, 20th Floor
 Costa Mesa, California 92626-1925
 Tel: +1.714.540.1235 Fax: +1.714.755.8290
 www.lw.com

LATHAM & WATKINS LLP

April 15, 2024

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

As filed with the Securities Unity Biotechnology, Inc.
 285 East Grand Avenue
 South San Francisco, CA 94080

Re: Registration Statement on Form S-8; 1,007,097 shares of Common Stock of Unity Biotechnology, Inc., par value \$0.0001 per share

To the addressee set forth above:

We have acted as special counsel to Unity Biotechnology, Inc., a Delaware corporation (the "**Company**"), in connection with the registration by the Company of an aggregate of 1,007,097 shares of common stock of the Company, par value \$0.0001 per share (the "**Common Stock**"), consisting of 839,248 shares of Common Stock (the "**2018 Plan Shares**") issuable under the 2018 Incentive Award Plan (the "**2018 Plan**") and 167,849 shares of Common Stock (the "**ESPP Shares**") issuable under the 2018 Employee Stock Purchase Plan (the "**ESPP**").

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 April 15, 2024 (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.

LATHAM & WATKINS^{LLP}

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 Plans, assuming in each case that the individual issuances, grants or awards under the Plans 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 Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance 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 non-assessable. 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.

Sincerely,

/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 2018 Incentive Award Plan and the 2018 Employee Stock Purchase Plan of Unity Biotechnology, Inc. of our report dated April 15, 2024, with respect to the financial statements of Unity Biotechnology, 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
April 15, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Unity Biotechnology, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(4)
Fees to Be Paid	Equity	Common Stock, \$0.0001 par value per share	457(c) and 457(h)	839,248 (2)	\$1.51 (3)	\$1,267,265	\$147.60 per \$1,000,000	\$188
Fees to Be Paid	Equity	Common Stock, \$0.0001 par value per share	457(c) and 457(h)	167,849 (4)	\$1.28 (5)	\$215,435	\$147.60 per \$1,000,000	\$32
Fees Previously Paid								
	Total Offering Amounts					\$1,482,700		\$220
	Total Fees Previously Paid							–
	Total Fee Offsets							–
	Net Fee Due							\$220

- (1) Pursuant to Rule 416(a) 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 that becomes issuable under the 2018 Incentive Award Plan (the “2018 Plan”) and the 2018 Employee Stock Purchase Plan (the “ESPP”), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) Consists of (i) 839,248 additional shares of the Registrant’s common stock that became available for issuance on January 1, 2024 under the 2018 Plan, by operation of an automatic annual increase provision therein.
- (3) Pursuant to 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share is estimated solely for the purpose of calculating the registration fee and is based upon the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Market on April 12, 2024, which date is within five business days prior to filing this Registration Statement.
- (4) Represents the additional shares of the Registrant’s common stock that became available for issuance on January 1, 2024 under the ESPP, by operation of an automatic annual increase provision therein.
- (5) Pursuant to 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share is estimated solely for the purpose of calculating the registration fee and is based upon the average of the high and the low prices of Registrant’s common stock as reported on the Nasdaq Global Market on April 12, 2024, multiplied by 85%. Pursuant to the ESPP, the purchase price of the shares of Registrant’s common stock reserved for issuance thereunder will be equal to 85% of the lower of the fair market value of a share of common stock on the applicable grant date or on the applicable exercise date.

