
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)

2834
(Primary Standard Industrial
Classification Code Number)

26-4726035
(I.R.S. Employer
Identification Number)

285 East Grand Avenue
South San Francisco, CA 94080
(650) 614-5220

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2020 Employment Inducement Incentive Award Plan, as amended
(Full Title of the Plan)

Anirvan Ghosh, Ph.D.
Chief Executive Officer
Unity Biotechnology, Inc.
285 East Grand Avenue
South San Francisco, CA 94080
(650) 416-1192

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

Copy to:

Brian J. Cuneo, Esq.
Miles P. Jennings, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,500,000 ⁽³⁾	\$4.70	\$7,050,000	\$769.16
Total:	1,500,000	\$4.70	\$7,050,000	\$769.16

- (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 the Registrant's common stock that become issuable under the 2020 Employment Inducement Incentive Award Plan, as amended (the "Inducement Plan") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the registrant's common stock as reported on the Nasdaq Global Select Market on November 19, 2020, which is \$4.70.
- (3) Represents 1,500,000 shares of common stock available for future issuance under the Inducement Plan.

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 for the purpose of registering an additional 1,500,000 shares of the Registrant's common stock issuable under the 2020 Employment Inducement Incentive Award Plan, as amended, for which Registration Statement of the Registrant on Form S-8 (File No. 333-237474) is effective.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON
FORM S-8**

Pursuant to Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 30, 2020 (File No. 333-237474) are incorporated by reference herein.

Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed
		Form	Date	Number	Herewith
4.1	Amended and Restated Certificate of Incorporation.	8-K	5-7-18	3.1	
4.2	Amended and Restated Bylaws.	8-K	5-7-18	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	4-23-18	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)#	2020 Employment Inducement Incentive Award Plan	S-8	03-30-20	99.1	
99.1(b)#	Amendment to 2020 Employment Inducement Incentive Award Plan				X
99.2#	Form of Stock Option Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	03-30-20	99.2	
99.3#	Form of Restricted Stock Unit Award Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	03-30-20	99.3	
99.4#	Form of Performance Stock Unit Award Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	03-30-20	99.4	
99.5#	Form of Stock Award Agreement under the 2020 Employment Inducement Incentive Award Plan, as amended	S-8	03-30-20	99.5	

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.

Unity Biotechnology, Inc.

Date: November 24, 2020

By: /s/ Anirvan Ghosh, Ph.D.
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 Anirvan Ghosh, Ph.D. 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anirvan Ghosh, Ph.D.</u> Anirvan Ghosh, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 24, 2020
<u>/s/ Lynne Sullivan</u> Lynne Sullivan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 24, 2020
<u>/s/ Keith R. Leonard Jr.</u> Keith R. Leonard Jr.	Chairman	November 24, 2020
<u>/s/ Paul L. Berns</u> Paul L. Berns	Director	November 24, 2020
<u>/s/ Kristina M. Burow</u> Kristina M. Burow	Director	November 24, 2020
<u>/s/ Graham K. Cooper</u> Graham K. Cooper	Director	November 24, 2020
<u>/s/ Nathaniel E. David</u> Nathaniel E. David	President and Director	November 24, 2020

/s/ David L. Lacey
David L. Lacey

Director

November 24, 2020

/s/ Robert T. Nelsen
Robert T. Nelsen

Director

November 24, 2020

/s/ Margo Roberts
Margo Roberts

Director

November 24, 2020

/s/ Camille D. Samuels
Camille D. Samuels

Director

November 24, 2020

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LATHAM & WATKINS LLP

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November 24, 2020

Unity Biotechnology, Inc.
 285 East Grand Avenue
 South San Francisco, CA 94080

Re: Registration Statement on Form S-8; 1,500,000 shares of Common Stock of Unity Biotechnology, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

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 1,500,000 shares (the “**Shares**”) of common stock of the Company, par value \$0.0001 per share (the “**Common Stock**”) issuable under the 2020 Employment Inducement Incentive Plan, as amended (as so amended, the “**Inducement 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 November 24, 2020 (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

LATHAM & WATKINS^{LLP}

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 Inducement Plan, assuming in each case that the individual issuances, grants or awards under the Inducement 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 Inducement Plan (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.

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 2020 Employment Inducement Incentive Award Plan, as amended, of Unity Biotechnology, Inc. of our report dated March 11, 2020, with respect to the financial statements of Unity Biotechnology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
November 24, 2020

UNITY BIOTECHNOLOGY, INC.

2020 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN

AMENDMENT

Pursuant to the authority reserved to the Board of Directors (the "**Board**") of Unity Biotechnology, Inc., a Delaware corporation (the "**Company**"), under Section 11.4 of the Company's 2020 Employment Inducement Incentive Award Plan (the "**Plan**"), the Board hereby amends the Plan as follows.

1. Section 2.36 of the Plan is hereby amended to read in its entirety as follows:
"**Share Limit**" means 2,600,000 Shares."
2. Except as set forth herein, the Plan shall remain in full force and effect in accordance with its terms.

I hereby certify that the foregoing Amendment to the Plan was duly adopted by the Board effective in part as of October 23, 2020.

Executed on this 24th day of November, 2020.

/s/ Lynne

Sullivan

Lynne Sullivan, Corporate Secretary