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

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

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**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) 416-1192**

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

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

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**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)

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*Copy to:*

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

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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.

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**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.**

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,812,884 shares of the Registrant's common stock issuable under the following employee benefit plans for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-224726, 333-230086, 333-237088 and 333-254619) are effective: (i) the 2018 Incentive Award Plan, as a result of (x) the operation of an automatic annual increase provision therein, which added 3,149,595 of common stock, and (y) 33,370 additional shares available under the 2018 Incentive Award Plan, primarily resulting from repurchases of awards, and (ii) the 2018 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 629,919 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 Securities and Exchange 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](#)) are incorporated by reference herein.

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Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed
		Form	Date	Number	Herewith
4.1	<a href="#">Amended and Restated Certificate of Incorporation.</a>	8-K	5-7-18	3.1	
4.2	<a href="#">Amended and Restated Bylaws.</a>	8-K	5-7-18	3.2	
4.3	<a href="#">Form of Common Stock Certificate.</a>	S-1/A	4-23-18	4.2	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP.</a>				X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>				X
23.2	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>				X
24.1	<a href="#">Power of Attorney. Reference is made to the signature page to the Registration Statement.</a>				X
99.1(a)#	<a href="#">2018 Incentive Award Plan.</a>	S-8	5-7-18	99.2(a)	
99.1(b)#	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Incentive Award Plan.</a>	S-1	4-5-18	10.4(b)	
99.1(c)#	<a href="#">Form of Restricted Stock Award Grant Notice under the 2018 Incentive Award Plan.</a>	S-1	4-5-18	10.4(c)	
99.1(d)#	<a href="#">Form of Restricted Stock Unit Award Grant Notice under the 2018 Incentive Award Plan.</a>	S-1	4-5-18	10.4(d)	
99.2#	<a href="#">2018 Employee Stock Purchase Plan.</a>	S-8	5-7-18	99.3	
107	<a href="#">Filing Fee Table</a>				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.

### Unity Biotechnology, Inc.

Date: March 15, 2022

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anirvan Ghosh</u> Anirvan Ghosh, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 15, 2022
<u>/s/ Lynne Sullivan</u> Lynne Sullivan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 15, 2022
<u>/s/ Keith R. Leonard Jr.</u> Keith R. Leonard Jr.	Chairman	March 15, 2022
<u>/s/ Paul L. Berns</u> Paul L. Berns	Director	March 15, 2022
<u>/s/ Kristina M. Burow</u> Kristina M. Burow	Director	March 15, 2022
<u>/s/ Graham K. Cooper</u> Graham K. Cooper	Director	March 15, 2022
<u>/s/ Nathaniel E. David</u> Nathaniel E. David, Ph.D.	Director	March 15, 2022

/s/ Gilmore O'Neil  
Gilmore O'Neil, M.B.

Director

March 15, 20

/s/ Margo Roberts  
Margo Roberts, Ph.D.

Director

March 15, 20

/s/ Camille D. Samuels  
Camille D. Samuels

Director

March 15, 20

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 Menlo Park, California 94025  
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**LATHAM & WATKINS** LLP

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Madrid	Washington, D.C.
Milan	

March 15, 2022

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

Re: Registration Statement on Form S-8; 3,812,884 shares of Common Stock of Unity Biotechnology, Inc., par value \$0.0001 per share

We have acted as special counsel to Unity Biotechnology, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of 3,812,884 shares of common stock of the Company, \$0.0001 par value per share (the “**Shares**”), issuable under the Company’s 2018 Incentive Award Plan (the “**2018 Plan**”) and 2028 Employee Stock Purchase Plan (together with the 2018 Plan, the “**Plans**”).

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 March 15, 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.

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LATHAM & WATKINS<sup>LLP</sup>

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 for legal consideration in excess of par value 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 applicable Plans (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.

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 2018 Employee Stock Purchase Plan of Unity Biotechnology, Inc. of our report dated March 15, 2022, with respect to the financial statements of Unity Biotechnology, 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

March 15, 2022

## 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 (2)	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)	3,812,884 (3)	\$0.8235	\$3,139,910	\$92.70 per \$1,000,000	\$291
Fees Previously Paid								
	<b>Total Offering Amounts</b>					\$3,139,910		\$291
	<b>Total Fees Previously Paid</b>							–
	<b>Total Fee Offsets</b>							–
	<b>Net Fee Due</b>							\$291

- (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) 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 March 14, 2022, which date is within five business days prior to filing this Registration Statement.
- (3) Consists of (i) 3,149,595 additional shares of the Registrant’s common stock that became available for issuance on January 1, 2022 under the 2018 Plan, by operation of an automatic annual increase provision therein, (ii) 33,370 additional shares of common stock available for future issuance under the 2018 Plan, primarily resulting from repurchases of awards, and (iii) 629,919 additional shares of the Registrant’s common stock that became available for issuance on January 1, 2022 under the ESPP, by operation of an automatic annual increase provision therein.