

**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 Number)
94080
(Zip Code)

**2018 Incentive Award Plan
2018 Employee Stock Purchase Plan
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
(Name and address of agent for service)

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

Copy to:

Erica D. Kassman, 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	<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 checked="" 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.**

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 1,152,918 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. 333-224726, 333-230086, 333-237088 and 333-254619) are effective: (i) the 2018 Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 710,765 of common stock, (ii) the 2018 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 142,153 shares of common stock and (iii) the 2020 Employment Inducement Incentive Award Plan, as amended, which added 300,000 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](#)), and March 15, 2022 ([File No. 333-263576](#)) 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.	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.	8-K	5-7-18	3.2	
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				X
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.

Unity Biotechnology, Inc.

Date: March 15, 2023

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>	March 15, 2023
<hr/> <i>/s/ Lynne Sullivan</i> Lynne Sullivan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 15, 2023
<hr/> <i>/s/ Keith R. Leonard Jr.</i> Keith R. Leonard Jr.	Chairman	March 15, 2023
<hr/> <i>/s/ Paul L. Berns</i> Paul L. Berns	Director	March 15, 2023
<hr/> <i>/s/ Nathaniel E. David</i> Nathaniel E. David, Ph. D.	Director	March 15, 2023
<hr/> <i>/s/ Gilmore O'Neill</i> Gilmore O'Neill, M.B.	Director	March 15, 2023
<hr/> <i>/s/ Margo Roberts</i> Margo Roberts, Ph. D.	Director	March 15, 2023
<hr/> <i>/s/ Michael P. Samar</i> Michael P. Samar	Director	March 15, 2023
<hr/> <i>/s/ Camille D. Samuels</i> Camille D. Samuels	Director	March 15, 2023

140 Scott Drive
 Menlo Park, California 94025
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

LATHAM & WATKINS LLP

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London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

March 15, 2023

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

Re: Registration Statement on Form S-8; 1,152,918 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 1,152,918 shares of common stock of the Company, par value \$0.0001 per share (the “*Common Stock*”), consisting of 710,765 shares of Common Stock (the “*2018 Plan Shares*”) issuable under the 2018 Incentive Award Plan (the “*2018 Plan*”), 142,153 shares of Common Stock (the “*ESPP Shares*”) issuable under the 2018 Employee Stock Purchase Plan (the “*ESPP*”), and 300,000 shares of Common Stock (together with the 2018 Plan Shares and the ESPP Shares, the “*Shares*”) issuable under the 2020 Employment Inducement Incentive Award Plan, as amended (together with the 2018 Plan and the ESPP, 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, 2023 (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

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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 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, 2018 Employee Stock Purchase Plan, and the 2020 Employment Inducement Incentive Award Plan, as amended, of Unity Biotechnology, Inc. of our report dated March 15, 2023, with respect to the financial statements of Unity Biotechnology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California
March 15, 2023

UNITY BIOTECHNOLOGY, INC.

2020 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN

AMENDMENT #2

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 560,000 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 March 15, 2023.

Executed on this 15th day of March, 2023

/s/ Alexander Nguyen

Alexander Nguyen, Corporate Secretary

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)	1,010,765 (2)	\$3.84 (3)	\$3,881,338	\$110.20 per \$1,000,000	\$428
Fees to Be Paid	Equity	Common Stock, \$0.0001 par value per share	457(c) and 457(h)	142,153 (4)	\$3.26 (5)	\$463,988	\$110.20 per \$1,000,000	\$52
Fees Previously Paid								
	Total Offering Amounts					\$4,345,326		\$480
	Total Fees Previously Paid							–
	Total Fee Offsets							–
	Net Fee Due							\$480

- (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”), the 2018 Employee Stock Purchase Plan (the “ESPP”), and the 2020 Employment Inducement Incentive Award Plan, as amended (the “2020 Inducement Plan”), 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) 710,765 additional shares of the Registrant’s common stock that became available for issuance on January 1, 2023 under the 2018 Plan, by operation of an automatic annual increase provision therein and (ii) 300,000 additional shares of the Registrant’s common stock that became available for issuance under the 2020 Inducement Plan.
- (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 March 13, 2023, 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, 2023 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 March 13, 2023, 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.

