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

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

Vera Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-2744449
(I.R.S. Employer
Identification No.)

8000 Marina Boulevard, Suite 120
Brisbane, California
(Address of Principal Executive Offices)

94005
(Zip Code)

2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan
(Full titles of the plans)

Marshall Fordyce, M.D.
President and Chief Executive Officer
8000 Marina Boulevard, Suite 120
Brisbane, California 94005
(650) 770-0077

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

Copies to:

Jodie Bourdet
Brett White
Alexa M. Ekman
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Vera Therapeutics, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) 1,048,418 additional shares of its Class A common stock, par value \$0.001 per share (“Class A Common Stock”) under the Vera Therapeutics, Inc. 2021 Equity Incentive Plan (the “2021 Plan”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2021 Plan on January 1, 2022, and (ii) 209,683 additional shares of its Class A Common Stock under the Vera Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP,” and together with the 2021 Plan, the “Plans”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2021 ESPP on January 1, 2022. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Class A Common Stock for issuance under the Plans on a Registration Statement on [Form S-8](#) filed with the Commission on May 18, 2021 (File No. 333-256269) (the “Prior Registration Statement”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) the Registrant’s Annual Report on [Form 10-K](#), filed with the Commission on March 28, 2022; and
- (b) the description of the Registrant’s Class A Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on May 11, 2021 (File No. 001-40407) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40407), filed with the Commission on May 18, 2021).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40407), filed with the Commission on May 18, 2021).</u>
4.3	<u>Form of Class A Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
4.4	<u>Second Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its Stockholders, dated October 29, 2020 (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on April 23, 2021).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>Vera Therapeutics, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
99.2	<u>Forms of Stock Option Grant Notice, Stock Option Agreement and Notice of Exercise under the Vera Therapeutics, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
99.3	<u>Forms of Restricted Stock Unit Grant Notice and Award Agreement under the Vera Therapeutics, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
99.4	<u>Vera Therapeutics, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-255492), as amended, filed with the Commission on May 10, 2021).</u>
107	<u>Filing Fee Table.</u>

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 Brisbane, State of California, on March 28, 2022.

VERA THERAPEUTICS, INC.

By: /s/ Marshall Fordyce
Marshall Fordyce, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marshall Fordyce, M.D. and Sean Grant, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, 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 connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marshall Fordyce</u> Marshall Fordyce, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 28, 2022
<u>/s/ Sean Grant</u> Sean Grant	Chief Financial Officer (Principal Financial Officer)	March 28, 2022
<u>/s/ Joseph Young</u> Joseph Young	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 28, 2022
<u>/s/ Kurt von Emster</u> Kurt von Emster, C.F.A.	Chairperson of the Board	March 28, 2022
<u>/s/ Andrew Cheng</u> Andrew Cheng, M.D., Ph.D.	Director	March 28, 2022
<u>/s/ Beth Seidenberg</u> Beth Seidenberg, M.D.	Director	March 28, 2022
<u>/s/ Maha Katabi</u> Maha Katabi, Ph.D.	Director	March 28, 2022
<u>/s/ Patrick Enright</u> Patrick Enright	Director	March 28, 2022
<u>/s/ Scott Morrison</u> Scott Morrison	Director	March 28, 2022
<u>/s/ Kimball Hall</u> Kimball Hall	Director	March 28, 2022



Jodie Bourdet
T: +1 415 693 2054
jbourdet@cooley.com

March 28, 2022

Vera Therapeutics, Inc.
8000 Marina Boulevard, Suite 120
Brisbane, California 94005

Ladies and Gentlemen:

We have represented Vera Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 1,258,101 shares (the "**Shares**") of the Company's Class A Common Stock, par value \$0.001 per share (the "**Class A Stock**"), consisting of (i) 1,048,418 shares of Class A Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**"), and (ii) 209,683 shares of Class A Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (collectively with the 2021 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jodie Bourdet
Jodie Bourdet

Cooley LLP 3 Embarcadero Center, 20th Floor San Francisco, CA 94111
t: (415) 693-2000 f: (415) 693-2222 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 25, 2022, with respect to the financial statements of Vera Therapeutics, Inc. incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
March 25, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Vera Therapeutics, 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 ⁽²⁾
Equity	2021 Equity Incentive Plan Class A Common Stock, \$0.001 par value per share	Other ⁽³⁾	1,048,418 ⁽⁴⁾	\$20.54 ⁽⁵⁾	\$21,534,505.72	.0000927	\$1,996.25
Equity	2021 Employee Stock Purchase Plan Class A Common Stock, \$0.001 par value per share	Other ⁽⁵⁾	209,683 ⁽⁶⁾	\$17.46 ⁽⁵⁾	\$3,661,065.18	.0000927	\$339.38
Total Offering Amounts					\$25,195,570.90		\$2,335.63
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$2,335.63

- (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 Class A common stock (“Common Stock”) of Vera Therapeutics, Inc. (the “Registrant”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) The Registrant does not have any fee offsets.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on the Nasdaq Stock Market on March 24, 2022.
- (4) Represents shares of Common Stock that were automatically added to the shares available for issuance under the 2021 Plan on January 1, 2022 pursuant to the automatic increase feature of such plan, which provides that the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1st of each year, for a period of ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding year; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of the Registrant’s Common Stock.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on the Nasdaq Stock Market on March 24, 2022, multiplied by 85%.
- (6) Represents shares of Common Stock that were automatically added to the shares available for issuance under the 2021 ESPP on January 1, 2022 pursuant to the automatic increase feature of such plan, which provides that the number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1st of each year, for a period of ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to the lesser of (i) 1% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year, and (ii) 440,502 shares of Common Stock; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that there will be no January 1st increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year will be a lesser number of shares of Common Stock than would otherwise occur.