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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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**Sana Biotechnology, Inc.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**83-1381173**  
(I.R.S. Employer  
Identification Number)

**188 East Blaine Street, Suite 400**  
**Seattle, Washington 98102**  
(Address of Principal Executive Offices)

**98102**  
(Zip Code)

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**2021 Incentive Award Plan**  
**2021 Employee Stock Purchase Plan**  
(Full Title of the Plan)

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**Bernard J. Cassidy**  
**Executive Vice President, General Counsel, & Corporate Secretary**  
**Sana Biotechnology, Inc.**  
**188 East Blaine Street, Suite 400**  
**Seattle, Washington 98102**  
**(206) 701-7914**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**B. Shayne Kennedy**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, California 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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## EXPLANATORY NOTE

Sana Biotechnology, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 (this “**Registration Statement**”) for the purpose of registering an additional 9,551,666 shares of common stock under the Registrant’s 2021 Incentive Award Plan, as amended (the “**2021 Plan**”), and an additional 1,910,333 shares of common stock under the Registrant’s 2021 Employee Stock Purchase Plan, as amended (the “**ESPP**”), for which registration statements of the Registrant on Form S-8 (File Nos. 333-252862 and 333-264846) are effective (the “**Prior Registration Statements**”), pursuant to the provisions of the 2021 Plan and the ESPP that provide for automatic annual increases in the number of shares of common stock reserved for issuance thereunder. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities. Pursuant to Section E of the General Instructions to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “**SEC**”). The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended.

### 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 filed by it with the SEC:

- (a) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-39941) for the fiscal year ended December 31, 2022, filed with the SEC on March 16, 2023;
- (b) the Registrant’s Definitive Proxy Statement on [Schedule 14A](#) (other than information furnished rather than filed), filed with the SEC on April 28, 2023;
- (c) the Registrant’s Quarterly Report on [Form 10-Q](#) (File No. 001-39941) for the fiscal quarter ended March 31, 2023, filed with the SEC on May 8, 2023;
- (d) the Registrant’s Current Reports on Form 8-K (File No. 001-39941) filed with the SEC on [January 26, 2023](#), [January 26, 2023](#), [April 10, 2023](#), and [April 28, 2023](#); and
- (e) the description of the Registrant’s common stock contained in [Exhibit 4.3](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the SEC on March 24, 2021, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such Form 8-K that relate to such items) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC 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 contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are listed below and are incorporated herein by reference.

**EXHIBIT INDEX**

Exhibit Number	Description	Schedule Form	Incorporated by Reference		
			File Number	Exhibit	Filing Date
4.1	<a href="#">Form of Common Stock Certificate.</a>	S-1/A	333-252061	4.2	January 28, 2021
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP.</a>				
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>				
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>				
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>				
99.1(a)#	<a href="#">2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(a)	January 28, 2021
99.1(b)#	<a href="#">First Amendment to 2021 Incentive Award Plan, dated as of December 8, 2021.</a>	10-K	001-39941	10.4(b)	March 16, 2022
99.1(c)#	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(b)	January 28, 2021
99.1(d)#	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2021 Incentive Award Plan.</a>	10-K	001-39941	10.4(d)	March 16, 2022
99.1(e)#	<a href="#">Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(c)	January 28, 2021
99.1(f)#	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan.</a>	S-1/A	333-252061	10.4(d)	January 28, 2021
99.2(a)#	<a href="#">2021 Employee Stock Purchase Plan.</a>	S-1/A	333-252061	10.5	January 28, 2021
99.2(b)#	<a href="#">Amendment No. 1 to the 2021 Employee Stock Purchase Plan, dated as of October 27, 2022.</a>	10-Q	001-39941	10.11	November 2, 2022
107.1	<a href="#">Filing Fee Table.</a>				

# 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 the City of Seattle, State of Washington, on this 8th day of May, 2023.

### SANA BIOTECHNOLOGY, INC.

By: /s/ Steven D. Harr, M.D.

Steven D. Harr, 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 Steven D. Harr, M.D., Nathan Hardy, and Bernard J. Cassidy, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, 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 any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Steven D. Harr, M.D.</u> Steven D. Harr, M.D.	President, Chief Executive Officer, and Director (Principal Executive Officer)	May 8, 2023
<u>/s/ Nathan Hardy</u> Nathan Hardy	Chief Financial Officer (Principal Financial and Accounting Officer)	May 8, 2023
<u>/s/ Hans E. Bishop</u> Hans E. Bishop	Chairman of the Board	May 8, 2023
<u>/s/ Joshua H. Bilenker, M.D.</u> Joshua H. Bilenker, M.D.	Director	May 8, 2023
<u>/s/ Douglas Cole, M.D.</u> Douglas Cole, M.D.	Director	May 8, 2023
<u>/s/ Richard Mulligan, Ph.D.</u> Richard Mulligan, Ph.D.	Director	May 8, 2023
<u>/s/ Robert Nelsen</u> Robert Nelsen	Director	May 8, 2023

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/s/ Alise S. Reicin, M.D.  
Alise S. Reicin, M.D.

Director

May 8, 2023

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/s/ Michelle Seitz, CFA  
Michelle Seitz

Director

May 8, 2023

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/s/ Mary Agnes (Maggie) Wilderotter  
Mary Agnes (Maggie) Wilderotter

Director

May 8, 2023

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/s/ Patrick Y. Yang, Ph.D.  
Patrick Y. Yang, Ph.D.

Director

May 8, 2023

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

**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
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Düsseldorf	San Francisco
Frankfurt	Seoul
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Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

May 8, 2023

Sana Biotechnology, Inc.  
 188 East Blaine Street, Suite 400  
 Seattle, Washington 98102

Re: Registration Statement on Form S-8; 11,461,999 shares of Common Stock of Sana Biotechnology, Inc., par value \$0.0001 per share

To the addressee set forth above:

We have acted as special counsel to Sana Biotechnology, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 11,461,999 shares of the Company’s common stock, par value \$0.0001 per share (the “**Shares**”), issuable under the Company’s 2021 Incentive Award Plan, as amended (the “**2021 Plan**”) and 2021 Employee Stock Purchase Plan, as amended (together with the 2021 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 May 8, 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 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 and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than 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 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 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 Sana Biotechnology, Inc. 2021 Incentive Award Plan and 2021 Employee Stock Purchase Plan of our report dated March 16, 2023, with respect to the consolidated financial statements of Sana 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

Seattle, Washington  
May 8, 2023



## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

**Sana 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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share (“ <b>Common Stock</b> ”), reserved for issuance pursuant to the Registrant’s 2021 Incentive Award Plan, as amended	Rule 457(c), Rule 457(h)	9,551,666 <sup>(3)</sup>	\$5.17	\$49,382,113.22	0.0001102	\$5,441.91
Equity	Common Stock, reserved for issuance pursuant to the Registrant’s 2021 Employee Stock Purchase Plan, as amended	Rule 457(c), Rule 457(h)	1,910,333 <sup>(4)</sup>	\$5.17	\$9,876,421.61	0.0001102	\$1,088.38
Total Offering Amounts					\$59,258,534.83		\$6,530.29
Total Fee Offsets							\$— <sup>(5)</sup>
Net Fee Due							\$6,530.29

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), the registration statement to which this exhibit relates (the “**Registration Statement**”) shall also cover any additional shares of the Common Stock of Sana Biotechnology, Inc. (“**Registrant**”) that become issuable under the Registrant’s 2021 Incentive Award Plan, as amended (the “**2021 Plan**”), and the Registrant’s 2021 Employee Stock Purchase Plan, as amended (the “**ESPP**”), by reason of any stock dividend, stock split, recapitalization, or similar transaction effected without the Registrant’s receipt of consideration that would increase the number of outstanding shares of Common Stock.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$5.17 per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on May 2, 2023.
- (3) Represents additional shares of the Registrant’s Common Stock reserved for future grant under the 2021 Plan as a result of the automatic increase in shares reserved thereunder on January 1, 2023 pursuant to the terms thereof.
- (4) Represents additional shares of the Registrant’s Common Stock reserved for issuance under the ESPP as a result of the automatic increase in shares reserved thereunder on January 1, 2023 pursuant to the terms thereof.
- (5) The Registrant does not have any fee offsets.