

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

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

Berkeley Lights, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**5858 Horton Street, Suite 320
Emeryville, California 94608**
(Address of Principal Executive Offices)

35-2415390
(I.R.S. Employer
Identification Number)

94608
(Zip Code)

**2020 Incentive Award Plan
2020 Employee Stock Purchase Plan**
(Full Title of the Plan)

Eric D. Hobbs, Ph.D.
Chief Executive Officer
Berkeley Lights, Inc.
5858 Horton Street, Suite 320
Emeryville, California 94608
(510) 858-2855

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

Copies to:

Brian J. Cuneo, Esq.
Alexander White, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600

Stuart Merkadeau
General Counsel
Berkeley Lights, Inc.
5858 Horton Street, Suite 320
Emeryville, California 94608
Telephone: (510) 858-2855

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 Accelerated filer
Non-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(2)	Amount of Registration Fee
Common Stock, \$0.00005 par value per share	2,579,449(3)	\$53.965	\$ 139,199,965.29	\$ 15,186.72

Common Stock, \$0.00005 par value per share	644,862 ⁽⁴⁾	\$53.965	\$ 34,799,977.83	\$ 3,796.68
Total:	3,224,311		\$173,999,943.12	\$ 18,983.40

- (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 Incentive Award Plan (the "2020 Plan") and the 2020 Employee Stock Purchase Plan (the "ESPP") 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) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for shares reserved for future issuance under the 2020 Plan and the ESPP are based on the average of the high and the low price of Registrant's Common Stock as reported on the Nasdaq Global Select Market on March 15, 2021.
- (3) Represents the additional shares of the Registrant's common stock available for issuance under the 2020 Plan resulting from an annual increase as of January 1, 2021.
- (4) Represents the additional shares of the Registrant's common stock available for issuance under the ESPP resulting from an annual increase as of January 1, 2021.

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.

REGISTRATION OF ADDITIONAL SECURITIES

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on July 22, 2020 (File No. 333-239987) (the "Original Registration Statement"), Berkeley Lights, Inc. (the "Registrant") registered 6,115,000 shares of common stock, par value \$0.00005 per share (the "Common Stock"), issuable under the Berkeley Lights, Inc. 2020 Incentive Award Plan (the "2020 Plan"), and 612,150 shares of Common Stock issuable under the Berkeley Lights, Inc. 2020 Employee Stock Purchase Plan (the "ESPP"). The Original Registration Statement also registered 10,498,333 shares of Common Stock issuable under the Berkeley Lights, Inc. 2011 Equity Incentive Plan, as amended (the "2011 Plan"), which shares become available for issuance under the 2020 Plan to the extent awards under the 2011 Plan are forfeited or lapse unexercised and are not issued under the 2011 Plan. The Registrant is hereby registering an additional 2,579,449 shares of Common Stock issuable under the 2020 Plan and an additional 644,862 shares of Common Stock issuable under the ESPP, which shares are now available for grant due to automatic annual increase provisions in the 2020 Plan and ESPP.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Original Registration Statement are incorporated by reference in this registration statement on Form S-8.

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 Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation of Berkeley Lights, Inc.	8-K	7-21-20	3.1	
4.2	Amended and Restated Bylaws of Berkeley Lights, Inc.	8-K	7-21-20	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	7-13-20	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)#	Berkeley Lights, Inc. 2020 Incentive Award Plan.	S-1/A	7-13-20	10.2(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2020 Incentive Award Plan.	S-1/A	7-13-20	10.2(b)	

99.1(c)#	Form of Restricted Stock Award Agreement under the 2020 Incentive Award Plan.	S-1/A	7-13-20	10.2(c)
99.1(d)#	Form of Restricted Stock Unit Award Grant Notice under the 2020 Incentive Award Plan.	S-1/A	7-13-20	10.2(d)
99.2#	2020 Employee Stock Purchase Plan.	S-1/A	7-13-20	10.3

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Emeryville, State of California, on this 17th day of March, 2021.

Berkeley Lights, Inc.

By: /s/ Eric Hobbs, Ph.D.

Eric Hobbs, Ph.D.

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Eric Hobbs, Ph.D., and Stuart Merkadeau, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her 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 this registration statement, 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 order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eric Hobbs, Ph.D.</u> Eric Hobbs, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2021
<u>/s/ Kurt Wood</u> Kurt Wood	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 17, 2021
<u>/s/ Matthew Rosinack</u> Matthew Rosinack	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 17, 2021
<u>/s/ Sarah Boyce</u> Sarah Boyce	Director	March 17, 2021
<u>/s/ Igor Khandros, Ph.D.</u> Igor Khandros, Ph.D.	Director	March 17, 2021
<u>/s/ Gregory Lucier</u> Gregory Lucier	Director	March 17, 2021
<u>/s/ Michael Marks</u> Michael Marks	Director	March 17, 2021

<u>/s/ Michael Moritz</u> Michael Moritz	Director	March 17, 2021
<u>/s/ Elizabeth Nelson</u> Elizabeth Nelson	Director	March 17, 2021
<u>/s/ James Rothman, Ph.D.</u> James Rothman, Ph.D.	Director	March 17, 2021

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LATHAM & WATKINS LLP

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March 17, 2021

Berkeley Lights, Inc.
 5858 Horton Street, Suite 320
 Emeryville, California 94608

Re: Registration Statement on Form S-8; 3,224,311 shares of Common Stock of
 Berkeley Lights, Inc., par value \$0.00005 per share

Ladies and Gentlemen:

We have acted as special counsel to Berkeley Lights, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of 3,224,311 shares of common stock of the Company, par value \$0.00005 per share (the “**Shares**”), issuable under the Company’s 2020 Incentive Award Plan (the “**2020 Plan**”) and 2020 Employee Stock Purchase Plan (the “**ESPP**”) and together with the 2020 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 17, 2021 (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.

LATHAM & WATKINS LLP

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 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.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Berkeley Lights, Inc.:

We consent to the use of our report incorporated by reference herein.

/s/ KPMG LLP

San Francisco, California
March 17, 2021