

---

---

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

---

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

---

**ELIEM THERAPEUTICS, INC.**

(Exact name of Registrant as specified in its charter)

---

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

**83-2273741**  
(I.R.S. Employer  
Identification No.)

**23515 NE Novelty Hill Road, Suite B221 #125**  
**Redmond, WA 98053**  
**(425) 276-2300**

(Address of principal executive offices) (Zip code)

**Eliem Therapeutics, Inc. 2019 Equity Incentive Plan**  
**Eliem Therapeutics, Inc. 2021 Equity Incentive Plan**  
**Eliem Therapeutics, Inc. 2021 Employee Stock Purchase Plan**  
(Full titles of the plans)

---

**Robert Azelby**  
**Chief Executive Officer**  
**Eliem Therapeutics, Inc.**  
**23515 NE Novelty Hill Road, Suite B221 #125**  
**Redmond, WA 98053**  
**(425) 276-2300**

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

---

*Copies to:*

**Alan Hambelton**  
**Sonya Erickson**  
**Julia Stark**  
**Cooley LLP**  
**1700 Seventh Avenue, Suite 1900**  
**Seattle, Washington 98101**  
**(206) 452-8756**

**James B. Bucher**  
**Executive Vice President**  
**and General Counsel**  
**Eliem Therapeutics, Inc.**  
**23515 NE Novelty Hill Road, Suite B221 #125**  
**Redmond, WA 98053**  
**(425) 276-2300**

---

---

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 Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share				
– 2021 Equity Incentive Plan	5,216,105(2)(3)	\$12.50(7)	\$65,201,313	\$7,115
– 2021 Employee Stock Purchase Plan	255,879(4)(5)	\$10.63(8)	\$2,718,715	\$297
– 2019 Equity Incentive Plan (Options)	2,657,315(6)	\$2.44(9)	\$6,483,849	\$708
<b>Total</b>	<b>8,129,299</b>		<b>\$74,403,877</b>	<b>\$8,120</b>

- (1) Pursuant to Rule 416(a) promulgated 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 Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”), the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”) and the Registrant’s 2019 Equity Incentive Plan, as amended (the “**2019 Plan**”), by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Represents 2,558,790 shares of the Registrant’s common stock reserved for future issuance pursuant to stock options, restricted stock unit awards (“**RSUs**”) and other awards under the 2021 Plan, plus up to a maximum of 2,657,315 shares of the Registrant’s common stock that are subject to awards outstanding under the 2019 Plan that are forfeited, terminate, expire or are otherwise not issued.
- (3) The number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1st each year, starting on January 1, 2022, and continuing through January 1, 2031, by the lesser of (a) five percent (5%) of the total number of shares of the Registrant’s common stock outstanding on December 31st of the immediately preceding calendar year and (b) a number of shares determined by the Registrant’s board of directors.
- (4) Represents shares of the Registrant’s common stock reserved for future issuance under the 2021 ESPP.
- (5) The number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1st of each year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year or (b) a number of shares determined by the Registrant’s board of directors.
- (6) Represents shares of the Registrant’s common stock issuable upon exercise of stock options outstanding under the 2019 Plan as of the date of this Registration Statement. Any stock awards outstanding under the 2019 Plan that are forfeited, terminate, expire or are otherwise not issued will become available for issuance as shares of the Registrant’s common stock under the 2021 Plan, subject to the maximum limit set forth in the 2021 Plan.
- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of (a) the weighted-average exercise price for outstanding options granted pursuant to the 2021 Plan as of the date of this Registration Statement and (b) the initial public offering price of \$12.50 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-257980), declared effective on August 9, 2021, with respect to the balance of the shares to be registered pursuant to the 2021 Plan. The chart below details the calculations of the registration fee:

Securities	Number of Shares of Common Stock	Offering Price Per Share	Aggregate Offering Price/Registration Fee
Common Stock, par value \$0.0001 per share, issuable upon the exercise of outstanding options granted under the 2021 Plan	80,000	\$12.50(7)(a)	\$ 1,000,000
Common Stock, par value \$0.0001 per share, reserved for future grant under the 2021 Plan	5,136,105	\$12.50(7)(b)	\$ 64,201,313
<b>Proposed Maximum Aggregate Offering Price:</b>			<b>\$ 65,201,313</b>
<b>Registration Fee:</b>			<b>\$ 7,115</b>

- 
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$12.50 per share of common stock as set forth in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-257980), declared effective on August 9, 2021, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price for outstanding options granted pursuant to the 2019 Plan.

## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Eliem Therapeutics, Inc. (the “Registrant”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The Registrant’s prospectus filed on August 10, 2021 pursuant to [Rule 424\(b\)](#) under the Securities Act of 1933, as amended (the “Securities Act”) relating to the Registration Statement on Form S-1, as amended (File Nos. 333-257980 and 333-258661), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.

(b) The description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A](#) filed on August 3, 2021 (File No. 001-40708) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 that 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 4. DESCRIPTION OF SECURITIES

Not applicable.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that will be in effect upon the closing of the Registrant’s initial public offering permits indemnification of the Registrant’s directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and the Registrant’s amended and restated bylaws that will be in effect upon the closing of the Registrant’s initial public offering provide that the Registrant will indemnify its directors and executive officers and permit the Registrant to indemnify its other officers, employees and other agents, in each case to the maximum extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS**

Exhibit Number	Description	Schedule Form	Incorporated by Reference		
			File Number	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.</a>	S-1	333-257980	3.1	August 2, 2021
4.2	<a href="#">Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect upon the closing of the Registrant's initial public offering.</a>	S-1	333-257980	3.2	August 2, 2021
4.3	<a href="#">Amended and Restated Bylaws of the Registrant, as currently in effect.</a>	S-1	333-257980	3.3	July 12, 2021
4.4	<a href="#">Form of Amended and Restated Bylaws of the Registrant, to be in effect upon the closing of the Registrant's initial public offering.</a>	S-1	333-257980	3.4	August 2, 2021
4.5	<a href="#">Form of common stock certificate of the Registrant.</a>	S-1	333-257980	4.1	August 2, 2021
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</a>				
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this registration statement).</a>				
99.1	<a href="#">2019 Equity Incentive Plan, as amended.</a>	S-1	333-257980	10.2	July 12, 2021
99.2	<a href="#">Forms of Option Agreement and Notice of Exercise under the 2019 Equity Incentive Plan.</a>	S-1	333-257980	10.3	August 2, 2021
99.3	<a href="#">2021 Equity Incentive Plan.</a>	S-1	333-257980	10.4	August 2, 2021
99.4	<a href="#">Forms of Option Agreement, Stock Option Grant Notice and Notice of Exercise under the 2021 Equity Incentive Plan.</a>	S-1	333-257980	10.5	August 2, 2021
99.5	<a href="#">Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan.</a>	S-1	333-257980	10.6	August 2, 2021
99.6	<a href="#">2021 Employee Stock Purchase Plan.</a>	S-1	333-257980	10.7	August 2, 2021

\* Filed herewith.

## ITEM 9. UNDERTAKINGS

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Redmond, State of Washington, on August 12, 2021.

### ELIEM THERAPEUTICS, INC.

By: /s/ Robert W. Azelby.

Robert W. Azelby  
Chief Executive Officer and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert W. Azelby and Erin M. Lavelle, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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/ Robert W. Azelby</u> Robert W. Azelby	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 12, 2021
<u>/s/ Erin M. Lavelle</u> Erin M. Lavelle	Executive Vice President, Chief Operating Officer and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 12, 2021
<u>/s/ Andrew Levin, M.D., Ph.D.</u> Andrew Levin, M.D., Ph.D.	Chairman of the Board of Directors	August 12, 2021
<u>/s/ Judith Dunn, Ph.D.</u> Judith Dunn, Ph.D.	Director	August 12, 2021
<u>/s/ Leone Patterson</u> Leone Patterson	Director	August 12, 2021
<u>/s/ Liam Ratcliffe, M.D., Ph.D.</u> Liam Ratcliffe, M.D., Ph.D.	Director	August 12, 2021
<u>/s/ Adam Rosenberg</u> Adam Rosenberg	Director	August 12, 2021
<u>/s/ Simon Tate</u> Simon Tate	Director	August 12, 2021



August 12, 2021

Eliem Therapeutics, Inc.  
23515 NE Novelty Hill Road, Suite B221 #125  
Redmond, WA 98053

Ladies and Gentlemen:

We have represented Eliem 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 8,129,299 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share (the "**Common Stock**"), consisting of (i) 2,657,315 shares of Common Stock issuable pursuant to the Company's 2019 Equity Incentive Plan, as amended (the "**Existing Plan**"), (ii) 5,216,105 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**New Plan**"), and (iii) 255,879 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the Existing Plan and the New 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, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda 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).

Cooley LLP 1700 Seventh Avenue, Suite 1900, Seattle, WA 98101  
Phone: (206) 452-8700 Fax: (206) 452-8800 Cooley.com



Eliem Therapeutics, Inc.  
August 12, 2021  
Page Two

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

Sincerely,

Cooley LLP

By: /s/ Alan D. Hambelton  
Alan D. Hambelton

Cooley LLP 1700 Seventh Avenue, Suite 1900, Seattle, WA 98101  
Phone: (206) 452-8700 Fax: (206) 452-8800 Cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Eliem Therapeutics, Inc. of our report dated May 12, 2021, except for the effects of the reverse stock split discussed in Note 13 to the consolidated financial statements, as to which the date is August 2, 2021, relating to the financial statements of Eliem Therapeutics, Inc., which appears in Eliem Therapeutics, Inc.'s Registration Statement on Form S-1 (Nos. 333-257980 and 333-258661).

/s/ PricewaterhouseCoopers LLP  
Seattle, Washington  
August 12, 2021