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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Precision BioSciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-4206017

(I.R.S. Employer Identification No.)

**302 East Pettigrew Street, Suite A-100
Durham, North Carolina**

(Address of Principal Executive Offices)

27701

(Zip Code)

**Precision BioSciences, Inc. 2019 Incentive Award Plan
Precision BioSciences, Inc. 2019 Employee Stock Purchase Plan
Precision BioSciences, Inc. 2021 Employment Inducement Incentive Award Plan**
(Full title of the plans)

Dario Scimeca
General Counsel & Secretary
Precision BioSciences, Inc.
302 East Pettigrew Street, Suite A-100
Durham, NC 27701
(Name and address of agent for service)

(919) 314-5512
(Telephone number, including area code, of agent for service)

Copy to:

Peter N. Handrinos, Esq.
Nathan Ajiashvili, Esq.
Latham & Watkins LLP
200 Clarendon Street
Boston, MA 02116
(617) 948-6000

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 5,500,000 shares of the Registrant’s common stock, \$0.000005 par value per share (the “Common Stock”), under the Precision BioSciences, Inc. 2019 Incentive Award Plan (the “2019 Plan”), an additional 1,000,000 shares of the Registrant’s Common Stock that may become issuable under the Precision BioSciences, Inc. 2019 Employee Stock Purchase Plan (the “2019 ESPP”), and an additional 6,000,000 shares of the Registrant’s Common Stock that may become issuable under the Precision BioSciences, Inc. 2021 Employment Inducement Incentive Award Plan, as amended (the “2021 Inducement Plan”). The additional shares registered pursuant to the 2019 Plan and the 2019 ESPP are of the same class as other securities relating to the 2019 Plan and the 2019 ESPP for which the Registration Statement on Form S-8 ([File No. 333-230671](#)) filed on April 1, 2019 is effective, and the additional shares registered pursuant to the 2021 Inducement Plan are of the same class as other securities relating to the 2021 Inducement Plan for which the registration statement filed on Form S-8 ([File No. 333-259369](#)) on September 7, 2021 is effective.

Pursuant to Instruction E of Form S-8, the contents of the above referenced prior registration statements are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein, except for Item 8, which is being updated by this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith	
		Form	File No.	Exhibit		
4.1	Amended and Restated Certificate of Incorporation of Precision BioSciences, Inc.	8-K	001-38841	3.1	04/01/2019	
4.2	Amended and Restated Bylaws of Precision BioSciences, Inc.	10-Q	001-38841	3.2	11/10/2020	
4.3	Specimen Common Stock Certificate	S-1/A	333-230034	4.1	03/18/2019	
5.1	Opinion of Latham & Watkins LLP					*
23.1	Consent of Deloitte & Touche LLP					*
23.2	Consent of Latham & Watkins LLP (included as part of Exhibit 5.1)					*
24.1	Power of Attorney (included on signature page)					*
99.1	2019 Incentive Award Plan, and forms of award agreements thereunder	10-K	001-38841	10.14	03/18/2021	
99.2	2019 Employee Stock Purchase Plan	S-1/A	333-230034	10.11	03/18/2019	
99.3	2021 Employment Inducement Incentive Award Plan, and form of award agreements thereunder	S-8	333-259369	99.3	09/07/2021	
99.4	Amendment to the Precision BioSciences, Inc. 2021 Employment Inducement Incentive Award Plan					*
107.1	Filing Fee Table					*

* Filed herewith.

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 Durham, State of North Carolina, on this 26th day of August 2022.

PRECISION BIOSCIENCES, INC.

By: /s/ Dario Scimeca

Dario Scimeca

General Counsel & Secretary

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Michael Amoroso and John Alexander Kelly, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his 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 all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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 their 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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Amoroso</u> Michael Amoroso	President and Chief Executive Officer and Director (<i>principal executive officer</i>)	August 26, 2022
<u>/s/ John Alexander Kelly</u> John Alexander Kelly	Chief Financial Officer (<i>principal financial officer</i>)	August 26, 2022
<u>/s/ Shane Barton</u> Shane Barton	Vice President and Corporate Controller (<i>principal accounting officer</i>)	August 26, 2022
<u>/s/ Melinda Brown</u> Melinda Brown	Director	August 26, 2022
<u>/s/ Kevin J. Buehler</u> Kevin J. Buehler	Director	August 26, 2022
<u>/s/ Stanley R. Frankel</u> Stanley R. Frankel, M.D.	Director	August 26, 2022
<u>/s/ Geno Germano</u> Geno Germano	Director	August 26, 2022

/s/ Derek Jantz Director
Derek Jantz, Ph.D.

August 26, 2022

/s/ Raymond Schinazi Director
Raymond Schinazi, Ph.D.

August 26, 2022

/s/ Shari Lisa Piré Director
Shari Lisa Piré

August 26, 2022

/s/ Sam Wadsworth, Ph.D. Director
Sam Wadsworth, Ph.D.

August 26, 2022

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LATHAM & WATKINS LLP

Exhibit 5.1

August 26, 2022

Precision BioSciences, Inc.
302 East Pettigrew Street, Suite A-100
Durham, NC 27701

Re: Registration Statement on Form S-8; 12,500,000 shares of Precision BioSciences, Inc. Common Stock, \$0.000005 par value per share

To the addressee named above:

We have acted as special counsel to Precision BioSciences, Inc., a Delaware corporation (the “Company”), in connection with the proposed issuance by the Company of up to 5,500,000 shares of common stock of the Company, par value \$0.000005 per share (the “**Common Stock**”), relating to the Company’s 2019 Incentive Award Plan (the “**2019 Plan**”), 1,000,000 shares of Common Stock relating to the Company’s 2019 Employee Stock Purchase Plan (the “**2019 ESPP**”), and 6,000,000 shares of Common Stock relating to the Company’s 2021 Employment Inducement Incentive Award Plan, as amended (the “**2021 Inducement Plan**”) (collectively, the “**Plans**,” and such shares of Common Stock, collectively, the “**Shares**”). 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 August 26, 2022 (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 prospectus, other than as expressly stated herein with respect to the issue 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 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 for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly 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 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 General Corporation Law of the State of Delaware.

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 this Registration Statement on Form S-8 of our report dated March 15, 2022, relating to the financial statements of Precision BioSciences, Inc. appearing in the Annual Report on Form 10-K of Precision BioSciences, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina

August 26, 2022

**AMENDMENT TO THE
PRECISION BIOSCIENCES, INC.
2021 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN**

THIS AMENDMENT TO THE PRECISION BIOSCIENCES, INC. 2021 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN (this "*Amendment*"), is effective as of August 22, 2022, the date the board of directors (the "*Board*") of Precision BioSciences, Inc., a Delaware corporation (the "*Company*"), approved the amendment to the Company's 2021 Employment Inducement Incentive Award Plan (the "*Plan*") as set forth herein. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan.

WHEREAS, the Board may amend the Plan at any time; provided that the Board will obtain stockholder approval of any amendment to the Plan to the extent necessary to comply with Applicable Laws; and

WHEREAS, the Board desires to amend the Plan as set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Plan be and hereby is amended as follows:

1. Section 11.28 of the Plan is hereby amended by deleting the number "3,000,000" and substituting the number "9,000,000" in lieu thereof.
2. This Amendment shall be and is hereby incorporated in and forms a part of the Plan.
3. Except as set forth herein, the Plan shall remain in full force and effect.

* **

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

Precision BioSciences, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Plan	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
2019 Incentive Award Plan	Equity	Common Stock, par value \$0.000005 per share	Rule 457(c) and 457(h)	5,500,000 ⁽²⁾	\$1.65 ⁽⁵⁾	\$9,075,000	\$92.70 per million dollars	\$841.25
2019 Employee Stock Purchase Plan	Equity	Common Stock, par value \$0.000005 per share	Rule 457(c) and 457(h)	1,000,000 ⁽³⁾	\$1.65 ⁽⁵⁾	\$1,650,000	\$92.70 per million dollars	\$152.95
2021 Employment Inducement Incentive Award Plan	Equity	Common Stock, par value \$0.000005 per share	Rule 457(c) and 457(h)	6,000,000 ⁽⁴⁾	\$1.65 ⁽⁵⁾	\$9,900,000	\$92.70 per million dollars	\$917.73
Total Offering Amounts						\$20,625,000		\$1,911.93
Total Fee Offsets								\$—
Net Fee Due								\$1,911.93

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 also covers such additional shares of common stock, \$0.000005 par value per share (“Common Stock”), of Precision BioSciences, Inc. (the “Registrant”), as may be issued to prevent dilution of the shares of Common Stock covered hereby resulting from stock splits, stock dividends or similar transactions.
- (2) Represents an additional 5,500,000 shares of Common Stock estimated to become available on January 1, 2024 or thereafter under the 2019 Incentive Award Plan (the “2019 Plan”) pursuant to the provisions of the 2019 Plan that provide for an automatic annual increase in the number of shares of Common Stock available for issuance thereunder (and estimated solely for the purposes of the calculations herein).
- (3) Represents an additional 1,000,000 shares of Common Stock estimated to become available on January 1, 2023 or thereafter under the 2019 Employee Stock Purchase Plan (the “2019 ESPP”) pursuant to the provisions of the 2019 ESPP that provide for an automatic annual increase in the number of shares of Common Stock available for issuance thereunder (and estimated solely for the purposes of the calculations herein).
- (4) Represents an additional 6,000,000 shares of Common Stock available for issuance under the 2021 Employment Inducement Incentive Award Plan (the “2021 Inducement Plan”).
- (5) Estimated in accordance with the provisions of Rule 457(h) and Rule 457(c) promulgated under the Securities Act solely for the purpose of calculating the registration fee, and calculated based on \$1.65 per share, which represents the average high and low prices of the Registrant’s Common Stock reported on The Nasdaq Global Select Market on August 23, 2022.