

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

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

KODIAK SCIENCES INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

27-0476525
(I.R.S. Employer Identification No.)

**1200 Page Mill Road
Palo Alto, California 94304**

(Address, including zip code, of principal executive offices)

2018 Equity Incentive Plan
(Full title of the plan)

**D. Victor Perloth, M.D.
Chairman and Chief Executive Officer
1200 Page Mill Road
Palo Alto, CA 94304
(650) 281-0850**

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

Copies to:

**David Peinsipp
Steven M. Przesmicki
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, 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 is being filed by Kodiak Sciences Inc. (the “**Registrant**”) for the purpose of registering an additional 2,093,354 shares of the Registrant’s Common Stock, par value \$0.0001 per share (“**Common Stock**”), under the Registrant’s 2018 Equity Incentive Plan (the “**2018 Plan**”), pursuant to the provisions of the 2018 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2018 Plan.

INCORPORATION OF DOCUMENTS BY REFERENCE

These additional shares of Common Stock are securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the 2018 Plan are effective. The Registrant previously registered shares of its Common Stock for issuance under the 2018 Plan on Registration Statements on Form S-8 filed with the Securities and Exchange Commission on October 9, 2018 ([No. 333-227755](#)), May 15, 2019 ([No. 333-231503](#)), March 1, 2021 ([No. 333-253751](#)), and May 10, 2022 ([No. 333-264829](#)) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, the contents of such Prior Registration Statements are incorporated by reference into this Registration Statement.

ITEM 8. EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	File No.	Incorporated by Reference	
				Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Kodiak Sciences Inc., as currently in effect.	10-Q	3001-38682	3.1	November 16, 2018
4.2	Amended and Restated Bylaws of Kodiak Sciences Inc., as currently in effect.	10-Q	001-38682	3.2	November 16, 2018
4.3	Form of Common Stock Certificate of the Company.	S-1/A	333-227237	4.1	September 24, 2018
5.1*	Opinion of Cooley LLP				
23.1*	Consent of Independent Registered Public Accounting Firm				
23.2*	Consent of Cooley LLP (contained in Exhibit 5.1 hereto)				
24.1*	Power of Attorney (contained on signature page hereto)				
99.1	2018 Equity Incentive Plan	S-1/A	333-227237	10.6	September 24, 2018
107*	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 Palo Alto, California, on the 28th day of March, 2023.

KODIAK SCIENCES INC.

By: /s/ Victor Perloth
Victor Perloth, M.D.
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Victor Perloth and John Borgeson as his or her true and lawful attorneys-in-fact and agents, each 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 (including his or her capacity as a director or officer of Kodiak Sciences Inc.) to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, 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 they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their, 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 on Form S-8 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/ Victor Perloth</u> Victor Perloth, M.D.	Chairman and Chief Executive Officer (Principal Executive Officer)	March 28, 2023
<u>/s/ John Borgeson</u> John Borgeson	Chief Financial Officer (Principal Financial and Accounting Officer)	March 28, 2023
<u>/s/ Felix J. Baker</u> Felix J. Baker, Ph.D.	Director	March 28, 2023
<u>/s/ Charles Bancroft</u> Charles Bancroft	Director	March 28, 2023
<u>/s/ Bassil I. Dahiyat</u> Bassil I. Dahiyat, Ph.D.	Director	March 28, 2023
<u>/s/ Richard S. Levy</u> Richard S. Levy, M.D.	Director	March 28, 2023
<u>/s/ Robert A. Profusek</u> Robert A. Profusek, J.D.	Director	March 28, 2023
<u>/s/ Taiyin Yang</u> Taiyin Yang, Ph.D.	Director	March 28, 2023



Steven M. Przesmicki
T: +1 858 550 6070
przes@cooley.com

March 28, 2023

Kodiak Sciences Inc.
1200 Page Mill Road
Palo Alto, California 94304

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Kodiak Sciences Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 2,093,354 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share, issuable pursuant to the Company's 2018 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Company's certificate of incorporation and bylaws, each as currently in effect, the Plan and originals or copies certified to our satisfaction of such other 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, 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.



Kodiak Sciences Inc.

March 28, 2023

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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 Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to 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. 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Steven M. Przesmicki
Steven M. Przesmicki

Cooley LLP 10265 Science Center Drive San Diego, CA 92121-1117
t: 858 550 6000 f: 858 550-6420 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 Kodiak Sciences Inc. of our report dated March 28, 2023 relating to the financial statements, which appears in Kodiak Sciences Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 28, 2023

Calculation of Filing Fee Table

Form S-8

Kodiak Sciences Inc.

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
Equity	Common Stock	Other ⁽²⁾	2,093,354 ⁽³⁾	\$4.95 ⁽²⁾	\$10,362,102.30	0.0001102	\$1,141.90
Total Offering Amounts				–	\$10,362,102.30	–	–
Total Fees Previously Paid				–	–	–	–
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	\$1,141.90

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of Common Stock of Kodiak Sciences Inc. (the “Registrant”) that become issuable under the 2018 Equity Incentive Plan (the “2018 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$4.95 per share, which is the average of the high and low prices of Registrant’s Common Stock, as reported on the Nasdaq Global Market on March 27, 2023.
- (3) Represents the automatic annual increase of 2,093,354 shares on January 1, 2023 to the number of shares of Common Stock reserved for issuance under the 2018 Plan pursuant to an “evergreen” provision contained in the 2018 Plan. Pursuant to such provision, the number of shares of Common Stock available for grant and issuance under the 2018 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2019, by an amount equal to the least of (i) 4,300,000 shares of Common Stock, (ii) four percent (4%) of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year or (iii) such number of shares of Common Stock determined by the Registrant’s board of directors prior to the applicable fiscal year end.

