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

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

THIRD HARMONIC BIO, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**1700 Montgomery Street, Suite 210
San Francisco, California 94111**
(Address of Principle Executive Offices)

83-4553503
(I.R.S. Employer
Identification Number)

94111
(Zip Code)

**2022 Equity Incentive Plan
2022 Employee Stock Purchase Plan**
(Full title of the plans)

**Natalie Holles
Chief Executive Officer
Third Harmonic Bio, Inc.
1700 Montgomery Street, Suite 210
San Francisco, California 94111**
(Name and Address of Agent for Service)

(209) 727-2457
(Telephone Number, Including Area Code, of Agent for Service)

Please send copies of all communications to:

**Effie Toshav, Esq.
Robert A. Freedman, Esq.
Ryan Mitteness, Esq.**

**Fenwick & West LLP
1191 Second Avenue, 10th Floor
Seattle, WA 98101
(206)-389-4510**

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 definition 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

Pursuant to General Instruction E of Form S-8, Third Harmonic Bio, Inc., (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register (a) 2,208,253 additional shares of the Registrant’s common stock, par value \$0.0001 per share (“common stock”) under the Registrant’s 2022 Equity Incentive Plan and (b) 403,422 additional shares of the Registrant’s common stock under the Registrant’s 2022 Employee Stock Purchase Plan, pursuant to the provisions in those plans providing for either increases in the available minimum share reserve or an automatic annual increase in the number of shares reserved for issuance under such plans on January 1, 2023. This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statement on Form S-8 filed with the Commission on September 15, 2022 (Registration No. [333- 267445](#)) to the extent not superseded hereby.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”), and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. 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.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on [March 29, 2023](#), pursuant to Section 13(a) of the Exchange Act;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (a) above; and
- (c) The description of the Registrant’s common stock contained in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-41498) filed on September 8, 2022 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents, except that information furnished to the Commission under Item 2.02 or Item 7.01 in Current Reports on Form 8-K and any exhibit relating to such information, shall not be deemed to be incorporated by reference in this Registration Statement.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such earlier statement. Any 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 following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of the Registrant	10-Q	001-41498	3.1	11/9/2022	
3.2	Amended and Restated Bylaws of the Registrant	8-K	001-41498	3.1	12/21/2022	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Form of Registrant's Common Stock certificate	S-1/A	333-267022	4.1	09/08/2022	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of Fenwick & West LLP (contained in Exhibit 5.1)					X
23.2	Consent of Deloitte & Touche LLP					X
24.1	Power of Attorney (included on the signature page to this Registration Statement)					X
99.1	2022 Equity Incentive Plan, and forms of award agreements thereunder	S-1/A	333-267022	10.3	09/08/2022	
99.2	2022 Employee Stock Purchase Plan and forms of award agreements thereunder	S-1/A	333-267022	10.4	09/08/2022	
107	Fee Table					X

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 San Francisco, California, on this 29th day of March, 2023.

THIRD HARMONIC BIO, INC.

By: /s/ Natalie Holles

Natalie Holles
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Natalie Holles and Robert Ho, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, 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 on behalf of the Registrant in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Natalie Holles</u> Natalie Holles	Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2023
<u>/s/ Robert Ho</u> Robert Ho	Chief Financial Officer (Principal Accounting and Financial Officer)	March 29, 2023
<u>/s/ Mark Iwicki</u> Mark Iwicki	Chairman and Director	March 29, 2023
<u>/s/ David Bonita</u> David P. Bonita, M.D.	Director	March 29, 2023
<u>/s/ Michael Gladstone</u> Michael Gladstone	Director	March 29, 2023
<u>/s/ Rob Perez</u> Rob Perez	Director	March 29, 2023
<u>/s/ H. Martin Seidel</u> H. Martin Seidel, Ph.D.	Director	March 29, 2023
<u>/s/ Thomas M. Soloway</u> Thomas M. Soloway	Director	March 29, 2023



1191 Second Avenue
10th Floor
Seattle, WA 98101

206.389.4510
Fenwick.com

March 29, 2023

Third Harmonic Bio, Inc.
1700 Montgomery Street, Suite 210
San Francisco, California 94111

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Third Harmonic Bio, Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about March 29, 2023, in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 2,611,675 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share (the "**Common Stock**"), subject to issuance by the Company (a) upon the exercise or settlement of equity awards to be granted under the 2022 Equity Incentive Plan (the "**2022 Plan**") and (b) pursuant to purchase rights to acquire shares of Common Stock to be granted under the Company's 2022 Employee Stock Purchase Plan (the "**Purchase Plan**"), and together with the 2022 Plan, the "**Plans**").

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the "**Opinion Certificate**"). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System ("**EDGAR**"), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST 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 29, 2023, relating to the financial statements of Third Harmonic Bio, Inc. appearing in the Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Morristown, NJ

March 29, 2023

Calculation Of Filing Fee Tables
Form S-8
(Form Type)
Third Harmonic Bio, Inc.
(Exact Name of Registrant as specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	191,143 ⁽²⁾	\$4.17 ⁽³⁾	\$797,066.31	0.00011020	\$87.84
Equity	Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	2,017,110 ⁽⁴⁾	\$4.17 ⁽³⁾	\$8,411,348.70	0.00011020	\$926.93
Equity	Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	403,422 ⁽⁵⁾	\$3.54 ⁽⁶⁾	\$1,428,113.88	0.00011020	\$157.38
Total Offering Amounts					10,636,528.89		\$1,172.15
Total Fee Offsets ⁽⁷⁾							—
Net Fee Due							\$1,172.15

- (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, par value \$0.0001 per share (“**common stock**”), that becomes issuable pursuant to the provisions of the Registrant’s 2022 Equity Incentive Plan (“**2022 EIP**”) and 2022 Employee Stock Purchase Plan (“**2022 ESPP**”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of common stock.
- (2) Represents additional shares of common stock to be registered and available for grant under the 2022 EIP resulting from an increase to the minimum share reserve as permitted in Section 2 of the 2022 EIP.
- (3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$4.17 was computed by averaging the high and low prices of a share of Registrant’s common stock as reported on The Nasdaq Stock Market LLC on March 22, 2023.
- (4) Represents additional shares of common stock to be registered and available for grant under the 2022 EIP resulting from the annual 5% automatic increase in the number of authorized shares available for issuance under the 2022 EIP.
- (5) Represents additional shares to be registered and available for grant under the 2022 ESPP resulting from the annual 1% automatic increase in the number of authorized shares available for issuance under the 2022 ESPP.
- (6) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$3.54 was computed by averaging the high and low prices of a share of Registrant’s common stock as reported on The Nasdaq Stock Market LLC on March 22, 2023, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2022 ESPP.
- (7) The Registrant does not have any fee offsets.