

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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

LENZ THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-4867570

(I.R.S. Employer
Identification Number)

**201 Lomas Santa Fe Drive, Suite 300
Solana Beach, California 92075**
(Address of Principal Executive Offices, including zip code)

**LENZ Therapeutics, Inc. 2024 Equity Incentive Plan
LENZ Therapeutics, Inc. 2024 Employee Stock Purchase Plan**
(Full title of the plan)

**Evert Schimmelpennink
Chief Executive Officer
201 Lomas Santa Fe Drive, Suite 300
Solana Beach, California 92075
(858) 925-7000**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Dan Koeppen
Jennifer Fang
Robert L. Wernli, Jr.
Ben Capps
Wilson Sonsini Goodrich & Rosati, P.C.
12235 El Camino Real
San Diego, California 92130
(858) 350-2300**

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed to register an additional 1,376,574 shares of common stock of LENZ Therapeutics, Inc. (the “Registrant”) reserved for issuance pursuant to future awards under the Registrant’s 2024 Equity Incentive Plan (the “2024 Plan”) as a result of the annual evergreen increase under the 2024 Plan and 275,314 shares of common stock of the Registrant reserved for issuance pursuant to future awards under the 2024 Employee Stock Purchase Plan (the “2024 ESPP”) as a result of the annual evergreen increase under the 2024 ESPP.

These additional shares of common stock are securities of the same class as other securities for which a previous Registration Statement on [Form S-8](#) was filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on May 21, 2024 (File No. 333-279572) (the “Previous Registration Statement”). In accordance with General Instruction E of Form S-8, the contents of the Previous Registration Statement, including periodic reports filed after the Previous Registration Statement to maintain current information about the Registrant, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (1) The Registrant’s Annual Report on [Form 10-K](#) (File No. 001-40532) for the fiscal year ended December 31, 2024 filed with the SEC on March 19, 2025;
- (2) All other reports filed with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (1) above, only to the extent that the items therein are specifically stated to be “filed” rather than “furnished” for the purposes of the Exchange Act; and
- (3) The description of the Registrant’s Common Stock contained in [Exhibit 4.4](#) to the Company’s Annual Report on Form 10-K filed with the Commission on March 19, 2025, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. 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 which 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 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of the Registrant’s common stock offered hereby has been passed upon by Wilson Sonsini Goodrich & Rosati, Professional Corporation (“WSGR”). Certain members of, and investment

partnerships comprised of members of, and persons associated with, WSGR, directly or indirectly, own less than 0.1% of the outstanding shares of the Registrant's common stock.

Item 8. Exhibits.

The Registrant has filed the exhibits listed on the accompanying Exhibit Index of this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation, as amended, of LENZ Therapeutics, Inc.	8-K	001-40532	3.1	March 22, 2024
4.2	Amended and Restated Bylaws of LENZ Therapeutics, Inc.	8-K	001-40532	3.2	June 30, 2021
4.3	Specimen Common Stock Certificate.	S-1	333-256838	4.1	June 11, 2021
4.4	2024 Equity Incentive Plan and related form agreements.	8-K	001-40532	10.9	March 22, 2024
4.5	2024 Employee Stock Purchase Plan	8-K	001-40532	10.10	March 22, 2024
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.				
23.1	Consent of Independent Registered Accounting Firm				
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto).				
24.1	Power of Attorney (included on the signature page hereto).				
107	Filing Fee Table				

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 Solana Beach, State of California, on March 19, 2025.

LENZ THERAPEUTICS, INC.

By: /s/ Evert Schimmelpennink
Evert Schimmelpennink
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Evert Schimmelpennink and Daniel Chevallard, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments) 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, proxy, 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact, proxy and agent, or any substitute of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ Evert Schimmelpennink</u> Evert Schimmelpennink	Chief Executive Officer, President and Director (Principal Executive Officer)	March 19, 2025
<u>/s/ Daniel Chevallard</u> Daniel Chevallard	Chief Financial Officer (Principal Financial and Accounting Officer)	March 19, 2025
<u>/s/ Jeff George</u> Jeff George	Director	March 19, 2025
<u>/s/ Frederic Guerard</u> Frederic Guerard	Director	March 19, 2025
<u>/s/ James McCollum</u> James McCollum	Director	March 19, 2025
<u>/s/ Zach Scheiner</u> Zach Scheiner	Director	March 19, 2025
<u>/s/ Shelley Thunen</u> Shelley Thunen	Director	March 19, 2025
<u>/s/ Kimberlee C. Drapkin</u> Kimberlee C. Drapkin	Director	March 19, 2025

Calculation of Filing Fee Tables

Form S-8 (Form Type)

LENZ Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

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, par value \$0.00001 per share, reserved for issuance under the Registrant's 2024 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	1,376,574 ⁽²⁾	\$24.56 ⁽⁴⁾	\$33,808,658	\$153.10 per \$1,000,000	\$5,177.00
Equity	Common Stock, par value \$0.00001 per share, reserved for issuance under the Registrant's 2024 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	275,314 ⁽³⁾	\$20.88 ⁽⁵⁾	\$5,748,557	\$153.10 per \$1,000,000	\$881.00
Total Offering Amounts					\$39,557,215		\$6,058.00
Total Fee Offsets⁽⁶⁾							–
Net Fee Due							\$6,058.00

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (the “Registration Statement”) shall also cover any additional shares of the Registrant’s Common Stock that become issuable under the Registrant's 2024 Equity Incentive Plan (the “2024 Plan”) or the Registrant's 2024 Employee Stock Purchase Plan (the “2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration or conversion of the Registrant’s Common Stock that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2024 Plan as a result of the annual evergreen increase under the 2024 Plan.
- (3) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2024 ESPP as a result of the annual evergreen increase under the 2024 ESPP.

- (4) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$24.56, which is the average of the high and low prices of shares of Common Stock on The Nasdaq Global Select Market (“Nasdaq”) on March 13, 2025 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission (the “SEC”).
- (5) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$20.88, which is 85% of the average of the high and low prices of shares of Common Stock on Nasdaq on March 13, 2025 (such date being within five business days of the date that this Registration Statement was filed with the SEC). Pursuant to the 2024 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the Common Stock on (i) the first trading day of the offering period or (ii) the exercise date.
- (6) The Registrant does not have any fee offsets.



Wilson Sonsini Goodrich & Rosati
Professional Corporation
12235 El Camino Real
San Diego, California 92130
o: 858.350.2300
f: 866.974.7329

March 19, 2025

LENZ Therapeutics, Inc.
201 Lomas Santa Fe Dr., Suite 300
Solana Beach, California 92075

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by LENZ Therapeutics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,651,888 shares (the "Shares") of the Company's common stock, par value \$0.00001 per share ("Common Stock"), consisting of (i) 1,376,574 shares of Common Stock reserved for future issuance under the Company's 2024 Equity Incentive Plan and (ii) 275,314 shares of Common Stock reserved for issuance under the Company's 2024 Employee Stock Purchase Plan. As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under such plans (which plans are referred to herein as the "Plans").

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI,
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2024 Equity Incentive Plan and 2024 Employee Stock Purchase Plan of LENZ Therapeutics, Inc. of our report dated March 19, 2025, with respect to the consolidated financial statements of LENZ Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
March 19, 2025