

**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. 2006 Stock Incentive Plan, as amended  
Precision BioSciences, Inc. 2015 Stock Incentive Plan, as amended  
Precision BioSciences, Inc. 2019 Incentive Award Plan  
Precision BioSciences, Inc. 2019 Employee Stock Purchase Plan**  
(Full title of the plan)

Matthew Kane  
President and Chief Executive Officer  
Precision BioSciences, Inc.  
302 East Pettigrew Street, Suite A-100  
Durham, NC 27701  
(919) 314-5512

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

Copy to:  
Michael P. Saber, Esq.  
Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, LLP  
150 Fayetteville Street  
Raleigh, NC 27601

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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities To Be Registered</b>	<b>Amount To Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.000005 par value per share	1,397,203(2)	\$0.04(6)	\$55,888.12(6)	\$6.78(6)
Common Stock, \$0.000005 par value per share	6,490,799(3)	\$6.71(7)	\$43,553,261.29(7)	\$5,278.66(7)
Common Stock, \$0.000005 par value per share	9,250,000(4)	\$16.00(8)	\$148,000,000.00(8)	\$17,937.60(8)
Common Stock, \$0.000005 par value per share	1,575,000(5)	\$16.00(8)	\$25,200,000.00(8)	\$3,054.24(8)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of the 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 1,397,203 shares of Common Stock issuable upon the exercise of outstanding options granted under the 2006 Stock Incentive Plan, as amended (the "2006 Plan"). If an award under the 2006 Plan expires, lapses or is terminated, exchanged for cash, surrendered, repurchased, canceled without having been fully exercised or forfeited, any unused shares subject to the award will become issuable under the 2019 Incentive Award Plan (the "2019 Plan").
- (3) Represents 6,490,799 shares of Common Stock issuable upon the exercise of outstanding options granted under the 2015 Stock Incentive Plan, as amended (the "2015 Plan"). If an award under the 2015 Plan expires, lapses or is terminated, exchanged for cash, surrendered, repurchased, canceled without having been fully exercised or forfeited, any unused shares subject to the award will become issuable under the 2019 Plan.
- (4) Represents 9,250,000 shares of Common Stock reserved for issuance under the 2019 Plan, which number consists of 4,750,000 shares of Common Stock initially available for issuance under the 2019 Plan and an additional 4,500,000 shares of Common Stock that may become issuable under the 2019 Plan pursuant to its terms.
- (5) Represents 1,575,000 shares of Common Stock reserved for future issuance under the 2019 Employee Stock Purchase Plan (the "2019 ESPP"), which number consists of 525,000 shares of Common Stock initially available for issuance under the 2019 ESPP and an additional 1,050,000 shares of Common Stock that may become issuable under the 2019 ESPP pursuant to its terms.

- (6) Calculated solely for the purpose of this offering pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and aggregate offering price are calculated based on \$0.04, the weighted-average per share exercise price of the 1,397,203 shares subject to outstanding options granted under the 2006 Plan.
- (7) Calculated solely for the purpose of this offering pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and aggregate offering price are calculated based on \$6.71, the weighted-average per share exercise price of the 6,490,799 shares subject to outstanding options granted under the 2015 Plan.
- (8) Calculated solely for the purpose of this offering pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and aggregate offering price are calculated based on \$16.00, which is the initial public offering price set forth on the cover page of the Registrant's prospectus dated March 27, 2019, relating to its initial public offering of Common Stock.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

(a) The Registrant's prospectus filed with the Commission pursuant to Rule 424(b) on March 28, 2019, relating to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230034), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed;

(b) The Registrant's Current Report on Form 8-K filed with the Commission on April 1, 2019; and

(c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed on March 19, 2019, and any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. However, any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed "filed" with the Commission, including without limitation any information furnished pursuant to Item 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K, shall not be deemed to be incorporated by reference in this Registration Statement.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated by reference or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed amendment to this Registration Statement or in any document that also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such 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 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

## **Item 6. Indemnification of Directors and Officers.**

Section 102 of the General Corporation Law of the State of Delaware permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his or her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of the General Corporation Law of the State of Delaware or obtained an improper personal benefit. The Registrant's amended and restated certificate of incorporation provides that none of its directors shall be personally liable to it or to its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the General Corporation Law of the State of Delaware provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he or she was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Registrant's amended and restated certificate of incorporation provides that the Registrant will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the Registrant) by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at the Registrant's request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnatee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnatee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant's best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The Registrant's amended and restated certificate of incorporation provides that it will indemnify any Indemnatee who was or is a party to an action or suit by or in the right of the Registrant to procure a judgment in the Registrant's favor by reason of the fact that the Indemnatee is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at its request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnatee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant's best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Registrant, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnatee has been successful, on the merits or otherwise, he or she will be indemnified by the Registrant against all expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Expenses must be advanced to an Indemnatee under certain circumstances.

The Registrant has entered into indemnification agreements with each of its directors and executive officers. These indemnification agreements may require the Registrant, among other things, to indemnify its directors and executive officers for expenses, including attorneys' fees, judgments, fines and settlement amounts, incurred by a director or executive officer in any action or proceeding arising out of his or her service as one of the Registrant's directors or executive officers, or any of its subsidiaries or any other company or enterprise to which the person provides services at its request.

The Registrant maintains a general liability insurance policy that covers certain liabilities of directors and officers of the Registrant arising out of claims based on acts or omissions in their capacities as directors or officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38841) filed on April 1, 2019)</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38841) filed on April 1, 2019)</u></a>
4.3	<a href="#"><u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-230034) filed on March 18, 2019)</u></a>
5.1	<a href="#"><u>Opinion of Smith, Anderson, Blount, Dorsett, Mitchell &amp; Jernigan, LLP</u></a>
23.1	<a href="#"><u>Consent of Deloitte &amp; Touche LLP</u></a>
23.2	<a href="#"><u>Consent of Smith, Anderson, Blount, Dorsett, Mitchell &amp; Jernigan, LLP (included as part of Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page)</u></a>
99.1	<a href="#"><u>2006 Stock Incentive Plan, as amended, and form of award agreements thereunder (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 (File No. 333-230034) filed on March 1, 2019)</u></a>
99.2	<a href="#"><u>2015 Stock Incentive Plan, as amended, and form of award agreements thereunder (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1 (File No. 333-230034) filed on March 1, 2019)</u></a>
99.3	<a href="#"><u>2019 Incentive Award Plan, and form of award agreements thereunder (incorporated by reference to Exhibit 10.10 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-230034) filed on March 18, 2019)</u></a>
99.4	<a href="#"><u>2019 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.11 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-230034) filed on March 18, 2019)</u></a>

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) 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 of 1933;

(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; and

(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)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and 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 Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) 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.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 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 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 Durham, State of North Carolina, on this 1st day of April, 2019.

PRECISION BIOSCIENCES, INC.

By: /s/ Matthew Kane

Matthew Kane  
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Matthew Kane and Abid Ansari, 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 Securities and Exchange 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/ Matthew Kane</u> Matthew Kane	President and Chief Executive Officer and Director (Principal Executive Officer)	April 1, 2019
<u>/s/ Abid Ansari</u> Abid Ansari	Chief Financial Officer (Principal Financial and Accounting Officer)	April 1, 2019
<u>/s/ Robert Adelman</u> Robert Adelman, M.D.	Director	April 1, 2019
<u>/s/ Derek Jantz</u> Derek Jantz, Ph.D.	Director	April 1, 2019
<u>/s/ Raymond Schinazi</u> Raymond Schinazi, Ph.D.	Director	April 1, 2019
<u>/s/ Shalini Sharp</u> Shalini Sharp	Director	April 1, 2019
<u>/s/ Tony Yao</u> Tony Yao, M.D., Ph.D.	Director	April 1, 2019



SMITH, ANDERSON, BLOUNT, DORSETT,  
MITCHELL & JERNIGAN, L.L.P.OFFICES  
Wells Fargo Capitol Center  
150 Fayetteville Street, Suite 2300  
Raleigh, North Carolina 27601

April 1, 2019

MAILING ADDRESS  
P.O. Box 2611  
Raleigh, North Carolina  
27602-2611  
-----TELEPHONE: (919) 821-1220  
FACSIMILE: (919) 821-6800Precision BioSciences, Inc.  
302 East Pettigrew St., Suite A-100  
Durham, North Carolina 27701

Re: Precision BioSciences, Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Precision BioSciences, Inc., a Delaware corporation (the “Company”), in connection with the registration on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), of 18,713,002 shares of common stock of the Company, par value \$0.000005 per share (the “Shares”), for issuance under the 2006 Stock Incentive Plan, as amended (the “2006 Plan”), the 2015 Stock Incentive Plan, as amended (the “2015 Plan”), the 2019 Incentive Award Plan (the “2019 Plan”) and the 2019 Employee Stock Purchase Plan (the “ESPP” and, together with the 2006 Plan, the 2015 Plan and the 2019 Plan, the “Plans”).

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement and the exhibits thereto, including the Plans; (ii) the Company’s Amended and Restated Certificate of Incorporation and the Company’s Amended and Restated Bylaws, each as currently in effect; (iii) records of action by the Board of Directors and the stockholders of the Company relating to the approval of the Plans and to the authorization and issuance of the Shares; and (iv) such other corporate documents and records as we have deemed necessary for purposes of this opinion.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conforming to originals of all documents submitted to us as copies and the authenticity of originals of such copies. We have also considered such matters of law and fact as we, in our professional judgment, have deemed appropriate to render the opinion contained herein. With respect to certain facts, we have considered it appropriate to rely upon certificates or other comparable documents of public officials and officers or other appropriate representatives of the Company, without investigation or analysis of any underlying data contained therein.

Based upon and subject to the foregoing and the further assumptions, limitations and qualifications hereinafter expressed, it is our opinion that the Shares have been duly authorized, and, when issued and delivered against payment therefor in accordance with the terms of the Plans and the agreements and awards duly adopted thereunder, and upon the book entry of the Shares by the transfer agent for the Company's common stock, will be validly issued, fully paid, and nonassessable.

The opinion set forth herein is limited to matters governed by the General Corporation Law of the State of Delaware, and no opinion is expressed herein as to the laws of any other jurisdiction. The opinion expressed herein does not extend to compliance with federal or state securities laws relating to the sale of the Shares.

Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our legal opinion expressed herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to us in the Registration Statement, including the prospectus and any amendment or supplement thereto. Such consent shall not be deemed to be an admission that our firm is within the category of persons whose consent is required under Section 7 of the Act or the regulations promulgated pursuant to the Act.

Sincerely yours,

SMITH, ANDERSON, BLOUNT, DORSETT,  
MITCHELL & JERNIGAN, L.L.P.

/s/ Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.

**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 relating to the financial statements of Precision BioSciences, Inc. dated February 21, 2019 (March 18, 2019 as to Note 15) included in the Prospectus of Precision BioSciences, Inc. filed pursuant to Rule 424(b)(4) under the Securities Act.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina  
April 1, 2019