

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

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

BEAM THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26 Landsdowne St., Cambridge, MA
(Address of Principal Executive Offices)

81-5238376
(I.R.S. Employer
Identification No.)

02139
(Zip Code)

**2019 Equity Incentive Plan
2019 Employee Stock Purchase Plan**
(Full title of the plan)

John Evans
Chief Executive Officer
Beam Therapeutics Inc.
26 Landsdowne Street
Cambridge, MA 02139
(Name and address of agent for service)

(857) 327-8775
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Marc A. Rubenstein
Thomas J. Danielski
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
617-951-7000

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 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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee

Beam Therapeutics Inc. 2019 Equity Incentive Plan – Common Stock, \$0.01 par value per share	2,337,840 shares(2)	\$91.92(3)	\$214,894,252.80	\$23,444.97
Beam Therapeutics Inc. 2019 Employee Stock Purchase Plan – Common Stock, \$0.01 par value per share	584,460 shares(4)	\$91.92(3)	\$53,723,563.20	\$5,861.25
TOTAL	2,922,300 shares	—	\$268,617,816.00	\$29,306.22

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares of common stock, par value \$0.01 per share (the “Common Stock”) of Beam Therapeutics Inc. (the “Registrant”) as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Represents 2,337,840 shares of Common Stock that were automatically added to the shares authorized for issuance under the Beam Therapeutics Inc. 2019 Equity Incentive Plan (the “2019 Plan”) on January 1, 2021 pursuant to an “evergreen” provision contained in the 2019 Plan. The “evergreen” provision provides that on each January 1st from January 1, 2020 through January 1, 2029, the number of shares of Common Stock available for issuance under the 2019 Plan will automatically increase annually in an amount equal to the lesser of (i) 4% of outstanding shares of the Registrant’s Common Stock as of the close of business on the immediately preceding December 31st or (ii) the number of shares determined by the Registrant’s board of directors on or prior to such date.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average of the high and low prices of the Registrant’s Common Stock as reported by the Nasdaq Global Select Market on March 11, 2021 to be \$95.62 and \$88.21, respectively.
- (4) Represents 584,460 shares of Common Stock that were automatically added to the shares authorized for issuance under the Beam Therapeutics Inc. 2019 Employee Stock Purchase Plan (the “ESPP”) on January 1, 2021 pursuant to an “evergreen” provision contained in the ESPP. The “evergreen” provision provides that on each January 1st from January 1, 2020 through January 1, 2029, the number of shares of Common Stock available for issuance under the ESPP will automatically increase annually in an amount equal to the lesser of (i) 1% of outstanding shares of the Registrant’s Common Stock as of the close of business on the immediately preceding December 31st or (ii) the number of shares determined by the Registrant’s board of directors on or prior to such date, up to a maximum of 5,083,204 shares in the aggregate.

EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement has been filed by Beam Therapeutics Inc. to register (i) 2,337,840 additional shares of Common Stock available for issuance under the 2019 Plan and (ii) 584,460 additional shares of Common Stock available for issuance under the ESPP. This Registration Statement relates to securities of the same class as those that were previously registered by the Registrant on a Registration Statement on Form S-8 (Reg. No. 333-236582), filed with the Securities and Exchange Commission (the "SEC") on February 24, 2020 (the "2020 Registration Statement").

Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the 2020 Registration Statement are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents which have been previously filed (not furnished) with the SEC:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC on [March 15, 2021](#) (File No. 001-39208); and
- (b) the Registrant's Current Reports on Form 8-K, as filed with the SEC on [January 11, 2021](#), [January 19, 2021](#), and [February 23, 2021](#) (except, with respect to each of the foregoing, for portions of such reports which were deemed to be furnished and not filed); and
- (c) The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on [January 31, 2020](#) pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description (File No. 001-39208).

In addition, all other documents filed (not furnished) by the Registrant pursuant to Section 13(a), Section 13(c), Section 14 or Section 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 hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated in this Registration Statement by reference and to be a part of this Registration Statement from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished to and not filed with the SEC 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 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement:

Exhibit No.	Description
4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (previously filed as Exhibit 3.1 to the current report Form 8-K filed on February 11, 2020 (File No. 001-39208) and incorporated herein by reference).
4.2	Amended and Restated Bylaws of the Registrant (previously filed as Exhibit 3.2 to the current report Form 8-K filed on February 11, 2020 (File No. 001-39208) and incorporated herein by reference).
4.3	Beam Therapeutics Inc. 2019 Equity Incentive Plan (previously filed as Exhibit 10.16 to the registration statement on Form S-1 (File No. 333-233985) and incorporated herein by reference).
4.4	Beam Therapeutics Inc. 2019 Employee Stock Purchase Plan (previously filed as Exhibit 10.20 to the registration statement on Form S-1 (File No. 333-233985) and incorporated herein by reference).
5.1	Opinion of Ropes & Gray LLP (filed herewith).
23.1	Consent of Deloitte & Touche LLP (filed herewith).
23.2	Consent of Ropes & Gray LLP (included within the opinion filed as Exhibit 5.1).
24.1	Power of Attorney (included on signature page to this Registration Statement).

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 Cambridge, Commonwealth of Massachusetts, on this 17th day of March, 2021.

BEAM THERAPEUTICS INC.

By: /s/ John Evans

John Evans
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John Evans, his or her true and lawful attorney-in-fact and agent 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, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Beam Therapeutics Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Evans</u> John Evans	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2021
<u>/s/ Terry-Ann Burrell</u> Terry-Ann Burrell	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 17, 2021
<u>/s/ Kristina Burow</u> Kristina Burow	Director	March 17, 2021
<u>/s/ Graham Cooper</u> Graham Cooper	Director	March 17, 2021
<u>/s/ Mark Fishman</u> Mark Fishman, M.D.	Director	March 17, 2021
<u>/s/ Carole Ho</u> Carole Ho, M.D.	Director	March 17, 2021
<u>/s/ Stephen Knight</u> Stephen Knight, M.D.	Director	March 17, 2021
<u>/s/ Robert Nelsen</u> Robert Nelsen	Director	March 17, 2021
<u>/s/ Kathleen Walsh</u> Kathleen Walsh	Director	March 17, 2021



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

March 17, 2021

Beam Therapeutics Inc.
26 Landsdowne Street
Cambridge, MA 02139

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Beam Therapeutics Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 2,922,300 shares of Common Stock, \$0.01 par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's 2019 Equity Incentive Plan and the Company's 2019 Employee Stock Purchase Plan (each, a "Plan," and collectively, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter 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 or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray 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, 2021, relating to the financial statements of Beam Therapeutics Inc. and subsidiaries, appearing in the Annual Report on Form 10-K of Beam Therapeutics Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

March 17, 2021