
**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)

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

238 Main St., Cambridge, MA
(Address of Principal Executive Offices)

02142
(Zip Code)

2019 Equity Incentive Plan
Amended and Restated 2019 Employee Stock Purchase Plan
(Full title of the plan)

John Evans
Chief Executive Officer
Beam Therapeutics Inc.
238 Main Street
Cambridge, MA 02142
(Name and address of agent for service)

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

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
REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement has been filed by the Beam Therapeutics Inc. (the “Registrant”) to register (i) 2,743,250 additional shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), available for issuance under the Registrant’s 2019 Equity Incentive Plan and (ii) 685,812 additional shares of Common Stock available for issuance under the Registrant’s Amended and Restated 2019 Employee Stock Purchase Plan. This Registration Statement relates to securities of the same class as those that were previously registered by the Registrant on Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on February 24, 2020 (File No. 333-236582) and March 17, 2021 (File No. 333-254378).

Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the Registration Statements reference above 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, 2021 filed with the SEC on February 28, 2022 (File No. 001-39208);
- (b) the Registrant’s Current Report on [Form 8-K](#), as filed with the SEC on January 10, 2022 (with respect to Item 8.01); 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”), as the description therein has been updated and superseded by the description of the Registrant’s Common Stock contained in [Exhibit 4.11](#) to the Registrant’s Registration Statement on Form S-3 (File No. 333-254946) filed with the SEC on April 1, 2021, and including any amendments or reports filed for the purpose of updating such description.

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	<u>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).</u>
4.2	<u>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).</u>
4.3	<u>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).</u>
4.4	<u>Beam Therapeutics Inc. Amended and Restated 2019 Employee Stock Purchase Plan (previously filed as Exhibit 10.27 to the annual report on Form 10-K filed on February 28, 2022 (File No. 001-39208) and incorporated herein by reference).</u>
5.1	<u>Opinion of Wilmer Cutler Pickering Hale & Dorr LLP (filed herewith).</u>
23.1	<u>Consent of Deloitte & Touche LLP (filed herewith).</u>
23.2	<u>Consent of Wilmer Cutler Pickering Hale & Dorr LLP (included within the opinion filed as Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page to this Registration Statement).</u>
107.1	<u>Filing Fee Table</u>

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 28th day of February, 2022.

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 (Principal Executive Officer)	February 28, 2022
<u>/s/ Terry-Ann Burrell</u> Terry-Ann Burrell	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 28, 2022
<u>/s/ Kristina Burow</u> Kristina Burow	Director	February 28, 2022
<u>/s/ Graham Cooper</u> Graham Cooper	Director	February 28, 2022
<u>/s/ Mark Fishman</u> Mark Fishman, M.D.	Director	February 28, 2022
<u>/s/ Carole Ho</u> Carole Ho, M.D.	Director	February 28, 2022
<u>/s/ John Maraganore</u> John Maraganore, Ph.D	Director	February 28, 2022
<u>/s/ Kathleen Walsh</u> Kathleen Walsh	Director	February 28, 2022

WILMERHALE

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+1 617 526 5000 (f)

February 28, 2022

Beam Therapeutics Inc.
238 Main Street
Cambridge, MA 02142

Re: 2019 Equity Incentive Plan
Amended and Restated 2019 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 3,429,062 shares of common stock, \$0.01 par value per share (the "Shares"), of Beam Therapeutics Inc., a Delaware corporation (the "Company"), issuable under the Company's 2019 Equity Incentive Plan and the Company's Amended and Restated 2019 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Cynthia T. Mazareas

Cynthia T. Mazareas, a Partner

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2022, relating to the financial statements of Beam Therapeutics Inc. and the effectiveness of Beam Therapeutics Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Beam Therapeutics Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

February 28, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Beam 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, \$0.01 par value per share	457(h)	2,743,250 (2)	\$66.74 (3)	\$183,084,505.00	0.0000927	\$16,971.94
Equity	Common stock, \$0.01 par value per share	457(h)	685,812 (4)	\$56.73 (5)	\$38,906,114.76	0.0000927	\$3,606.60
Total Offering Amounts					\$221,990,619.76		\$20,578.54
Total Fee Offsets (6)							—
Net Fee Due							\$20,578.54

- (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 2,743,250 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, 2022 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 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 Common Stock as reported by the Nasdaq Global Select Market on February 22, 2022.
- (4) Represents 685,812 shares of Common Stock that were automatically added to the shares authorized for issuance under the Beam Therapeutics Inc. Amended and Restated 2019 Employee Stock Purchase Plan (the “ESPP”) on January 1, 2022 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 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.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on 85% of the average of the high and low prices of the Common Stock as reported by the Nasdaq Global Select Market on February 22, 2022. Under the ESPP, the purchase price of a share of Common Stock is equal to 85% of the fair market value of the Common Stock on the offering date.
- (6) The Registrant does not have any fee offsets.