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

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

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**Comera Life Sciences Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**87-4706968**  
(I.R.S. Employer  
Identification No.)

**12 Gill Street, Suite 4650  
Woburn, Massachusetts**  
(Address of Principal Executive Offices)

**01801**  
(Zip Code)

**Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan**  
(Full title of the plan)

**Jeffrey S. Hackman**  
**President and Chief Executive Officer**  
**Comera Life Sciences Holdings, Inc.**  
**12 Gill Street, Suite 4650**  
**Woburn, Massachusetts 01801**  
(Name and address of agent for service)

**(617) 871-2101**  
(Telephone number, including area code, of agent for service)

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*With a copy to:*

**Stacie S. Aarestad**  
**Ryan M. Rourke Reed**  
**Foley Hoag LLP**  
**Seaport West**  
**155 Seaport Boulevard**  
**Boston, MA 02210**

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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.

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## EXPLANATORY NOTE

Comera Life Sciences Holdings, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register an additional 3,000,000 shares of its common stock, par value \$0.0001 per share, that may be issued and sold under the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan (the “2022 Plan”), following the amendment to the 2022 Plan that was approved by the Registrant’s stockholders at its annual meeting on August 31, 2023. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to that instruction, the contents of the Registration Statements on Form S-8 (File Nos. 333-266824 and 333-270679) filed with the Securities and Exchange Commission on August 12, 2022 and March 17, 2023 are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

(a) Exhibits

- 4.1 [Amended and Restated Certificate of Incorporation of the Registrant \(incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed by the Registrant with the SEC on August 15, 2022\).](#)
- 4.2 [Certificate of Designation of the Series A Convertible Perpetual Preferred Stock \(incorporated by reference to Exhibit 3.3 to the Current Report on Form 8-K filed by the Registrant with the SEC on May 25, 2022\).](#)
- 4.3 [Amended and Restated Bylaws of the Registrant \(incorporated by reference to Exhibit 3.3 to the Quarterly Report on Form 10-Q filed by the Registrant with the SEC on August 15, 2022\).](#)
- 5.1\* [Opinion of Foley Hoag LLP.](#)
- 23.1\* [Consent of Baker Tilly US, LLP.](#)
- 23.2\* [Consent of Foley Hoag LLP \(included in Exhibit 5.1 hereto\).](#)
- 24.1\* [Power of Attorney \(included in the signature page of this registration statement\).](#)
- 99.1 [Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan \(as amended through August 31, 2023\) \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant with the SEC on September 1, 2023\).](#)
- 107\* [Filing Fee Table](#)

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Woburn, Massachusetts on the 12th day of September, 2023.

### COMERA LIFE SCIENCES HOLDINGS, INC.

By: /s/ Jeffrey S. Hackman  
Name: Jeffrey S. Hackman  
Title: Chairman, President and CEO

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each Jeffrey S. Hackman and Michael Campbell as 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 one or more registration statements on Form S-8 and any and all amendments to such registration statements, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 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 any of them, or their or his or her substitutes or 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 below by the following person in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jeffrey S. Hackman</u> Jeffrey Hackman	Chairman, President and Chief Executive Officer	September 12, 2023
<u>/s/ Michael Campbell</u> Michael Campbell	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 12, 2023
<u>/s/ James Sherblom</u> James Sherblom	Director	September 12, 2023
<u>/s/ Edward Sullivan</u> Edward Sullivan	Director	September 12, 2023
<u>/s/ Sirshendu Roopom Banerjee</u> Sirshendu Roopom Banerjee	Director	September 12, 2023
<u>/s/ Kirsten Flowers</u> Kirsten Flowers	Director	September 12, 2023

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/s/ William A. Wexler

Director

September 12, 2023

William A. Wexler

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Seaport West  
155 Seaport Boulevard  
Boston, MA 02210-2600

617 832 1000 *main*  
617 832 7000 *fax*

September 12, 2023

Comera Life Sciences Holdings, Inc.  
12 Gill Street, Suite 4650  
Woburn, MA 01801

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are familiar with the Registration Statement on Form S-8 (the "Registration Statement") being filed by Comera Life Sciences Holdings, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on the date hereof. The Registration Statement relates to the offer and sale by the Company of up to 3,000,000 shares (the "Shares") of its common stock, par value \$0.0001 per share ("Common Stock"), issuable under the Company's 2022 Equity and Incentive Plan (as amended through August 31, 2023, the "2022 Plan").

In arriving at the opinion expressed below, we have examined and relied upon the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, the records of meetings and consents of the Company's Board of Directors, or committees thereof, records of the proceedings of stockholders deemed to be relevant to this opinion letter and the 2022 Plan, each as provided to us by the Company, and the Registration Statement.

In addition, we have examined such matters of fact and questions of law as we have considered appropriate for the purposes of this letter. We have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

We have assumed that the Company will continue to have sufficient authorized, unissued and otherwise unreserved shares of Common Stock available for issuance at the time of each issuance of the Shares pursuant to the 2022 Plan. We have also assumed that the purchase price or other consideration to be received by the Company for the Shares will be valid consideration equal to or in excess of the par value of the Common Stock. In rendering the opinion expressed below, we express no opinion other than as to the Delaware General Corporation Law.

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On the basis of the foregoing, it is our opinion that the Shares, when issued and delivered by the Company in accordance with the terms of the 2022 Plan and the awards thereunder against the Company's receipt of the purchase price or other consideration therefor, will be validly issued, fully paid and non-assessable.

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

This opinion is being delivered solely for the benefit of the Company and such other persons as are entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion may not be used, quoted, relied upon or referred to for any other purpose, nor may this opinion be used, quoted, relied upon or referred to by any other person, for any purpose, without our prior written consent.

This opinion is based upon currently existing statutes, rules and regulations and judicial decisions and is rendered as of the date hereof, and we disclaim any obligation to advise you of any change in any of the foregoing sources of law or subsequent developments in law or changes in facts or circumstances which might affect any matters or opinions set forth herein.

This opinion letter shall be interpreted in accordance with the Core Opinion Principles jointly issued by the Committee on Legal Opinions of the American Bar Association's Business Law Section and the Working Group on Legal Opinions Foundation as published in 74 Business Lawyer 815 (2019).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not 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 promulgated thereunder.

Very truly yours,

FOLEY HOAG LLP

By: /s/ Ryan M. Rourke Reed  
a Partner

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 17, 2023 relating to the consolidated financial statements of Comera Life Sciences Holdings, Inc (the "Company"), which appears in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. Our report includes an explanatory paragraph relating to the Company's ability to continue as a going concern.

/s/ Baker Tilly US, LLP

Tewksbury, Massachusetts  
September 12, 2023

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**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Comera Life Sciences Holdings, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share, that may be issued under the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan	457(h)	3,000,000(2)	\$0.3602(3)	\$1,080,600	0.00011020	\$119.08
Total Offering Amounts					\$1,080,600		\$119.08
Total Fee Offsets							\$0
Net Fee Due							\$119.08

- (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 common stock, par value \$0.0001 per share, of the Registrant (the “Common Stock”) that may become issuable under the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan (the “2022 Plan”) as a result of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) This Registration Statement covers 3,000,000 shares of the Registrant’s Common Stock, which are issuable pursuant to the 2022 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(h) and 457(c) under the Securities Act, based upon the average of the high and low prices of the Common Stock, as reported on the Nasdaq Stock Market on September 11, 2023, which date is within five business days prior to the filing of this registration statement.

