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

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

Comera Life Sciences Holdings, Inc.

(Exact name of registrant as specified in its charter)

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
Comera Life Sciences Holdings, Inc. Nonstatutory Stock Option Award Agreement**
(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)

With a copy to:

Stacie S. Aarestad
Ryan M. Rourke Reed
Foley Hoag LLP
155 Seaport Boulevard
Boston, MA 02210
Tel: (617) 832-1000

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

This Registration Statement registers additional securities of the same class as other securities for which a Registration Statement filed on Form S-8 by Comera Life Sciences Holdings, Inc. (“we,” “us,” “our,” the “Company,” or the “Registrant”) relating to the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan (the “2022 Plan”) is already effective. Pursuant to Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of the Registration Statements we filed on Form S-8 with the Securities and Exchange Commission (the “SEC”) on [August 12, 2022 \(File No. 333-266824\)](#) including exhibits thereto to the extent not otherwise amended or superseded by the contents hereof, relating to the registration of 2,059,839 shares of our common stock, \$0.0001 par value per share (the “Common Stock”), authorized for issuance under the 2022 Plan. This Registration Statement provides for the registration of an additional 794,368 shares of our Common Stock that have become reserved for issuance under the 2022 Plan pursuant to the “evergreen” provision in the 2022 Plan that provides that the total number of shares subject to such plan will be increased on the first day of each fiscal year pursuant to a specified formula.

This Registration Statement is also being filed for the purpose of registering 150,000 shares of Common Stock issuable upon exercise of a nonstatutory stock option granted to an employee of the Registrant to induce the employee to accept employment with the Registrant. The inducement award was approved by the compensation committee and the board of directors of the Registrant in compliance with and in reliance on Nasdaq Listing Rule 5635(c)(4). The inducement award was granted outside of the 2022 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "Commission"), either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of the Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 of Part I is included in documents that will be delivered to participants in the plans covered by this registration statement pursuant to Rule 428(b) of the Securities Act.

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 filed with the Commission:

- (a) Our Annual Report on [Form 10-K](#) filed with the SEC on March 17, 2023 (the "Annual Report").
- (b) the Registrant's Current Reports on Form 8-K, and amendments thereto, filed with the Commission on [January 4, 2023](#) and [February 21, 2023](#); and
- (c) The description of the Company's securities filed as [Exhibit 4.6](#) to the Annual Report including all amendments and all reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than any such documents or portions thereof that are deemed to have been furnished and not filed in accordance with the rules of the SEC), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this registration statement or 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 or incorporated by reference herein or in any subsequently filed document that 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 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 (the "DGCL") 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 Delaware corporate law or obtained an improper personal

benefit. The Registrant's amended and restated certificate of incorporation (the "Certificate of Incorporation"), a copy of which is filed as Exhibit 4.1 hereto and incorporated herein by reference, provides that no director of the Registrant shall be personally liable to it or 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 DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the DGCL 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, ending 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 Certificate of Incorporation and amended and restated bylaws (the "Bylaws") generally provide that the Registrant will indemnify its present and former directors and officers to the maximum extent permitted by the DGCL and that such indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw provision, agreement, vote of stockholders or disinterested directors or otherwise.

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 some 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 its 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 its directors and officers 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.

(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 \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed by the Registrant with the SEC on August 15, 2022\).](#)

99.2 [Form of Nonstatutory Stock Option Agreement \(Inducement Award\) \(incorporated by reference to Exhibit 10.7 to the Annual Report on Form 10-K filed by the Registrant with the SEC on March 17, 2023\).](#)

107* [Filing Fee Table](#)

* Filed herewith.

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;

(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 SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 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) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.

(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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 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 SEC such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

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 17th day of March, 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	March 17, 2023
<u>/s/ Michael Campbell</u> Michael Campbell	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 17, 2023
<u>/s/ Stuart Randle</u> Stuart Randle	Director	March 17, 2023
<u>/s/ James Sherblom</u> James Sherblom	Director	March 17, 2023
<u>/s/ Edward Sullivan</u> Edward Sullivan	Director	March 17, 2023
<u>/s/ Sirshendu Roopom Banerjee</u> Sirshendu Roopom Banerjee	Director	March 17, 2023
<u>/s/ Kirsten Flowers</u> Kirsten Flowers	Director	March 17, 2023
<u>/s/ William A. Wexler</u> William A. Wexler	Director	March 17, 2023



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

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

March 17, 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 944,368 shares (the "Shares") of its common stock, par value \$0.0001 per share ("Common Stock"), consisting of:

(a) 794,368 shares of Common Stock (the "2022 Plan Shares") issuable pursuant to the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan (the "2022 Plan"); and

(b) 150,000 shares of Common Stock (the "Inducement Shares" and, together with the 2022 Plan Shares, the "Shares") issuable pursuant to a Nonstatutory Stock Option Award Agreement, dated as of November 8, 2022, between the Company and an employee (the "Inducement Grant Agreement") as an inducement to such employee's acceptance of employment with the Company.

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, the 2022 Plan and the Inducement Grant Agreement, 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 Shares pursuant to the 2022 Plan and the Inducement Grant Agreement. 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.

On the basis of the foregoing, it is our opinion that: (i) the 2022 Plan Shares, when issued and delivered by the Company in accordance with the terms of the 2022 Plan and the awards thereunder and (ii) the Inducement Shares, when issued and delivered by the Company in accordance with the terms of the Inducement Grant Agreement, in each case, 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.

[Signature Page Follows]

Very truly yours,

FOLEY HOAG LLP

By: /s/ Ryan M. Rourke Reed

a Partner

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. 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
March 17, 2023

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)	421,768(2)	\$1.21(3)	\$510,340	0.00011020	\$56.24
Equity	Common stock, par value \$0.0001 per share, subject to options granted under the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan	457(h)	372,600(4)	\$1.30(5)	\$484,380	0.00011020	\$53.38
Equity	Common stock, par value \$0.0001 per share, that may be issued pursuant to Inducement Award	457(h)	150,000(6)	\$1.36(5)	\$204,000	0.0001102	\$22.48
Total Offering Amounts					\$1,198,720		\$132.10
Total Fee Offsets							\$0
Net Fee Due							\$132.10

- (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") or the Comera Life Sciences Holdings, Inc. Nonstatutory Stock Option Award Agreement referenced in footnote 6 below, 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. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plans described herein.
- (2) Represents shares of Common Stock available for future issuance under the 2022 Plan resulting from an annual increase as of January 1, 2023, pursuant to the evergreen provision therein.
- (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 March 13, 2023, which date is within five business days prior to the filing of this registration statement.
- (4) Represents shares of Common Stock currently reserved and available for issuance upon exercise of outstanding options granted under the 2022 Plan.

- (5) Such shares are issuable upon the vesting and exercise of outstanding stock options with a fixed exercise price. Pursuant to Rule 457(h)(1) of the Securities Act, the aggregate offering price and the fee have been computed upon the basis of the price at which the option may be exercised, which is equal to the closing price of the Registrant's common stock as reported on the Nasdaq Capital Market on the date the option was awarded.
- (6) Represents shares of common stock reserved for issuance upon the vesting and exercise of a nonstatutory stock option granted as an inducement award by the Registrant to an employee under a Nonstatutory Stock Option Award Agreement in accordance with Nasdaq Listing Rule 5635(c)(4).