

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

Form S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Entasis Therapeutics Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

35 Gatehouse Drive
Waltham, Massachusetts
(Address of Principal Executive Offices)

82-4592913
(IRS employer
identification number)

02451
(Zip Code)

Amended and Restated Stock Incentive Plan, as amended
2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan
(Full titles of the plans)

Manoussos Perros, Ph.D.
Chief Executive Officer
Entasis Therapeutics Holdings Inc.
35 Gatehouse Drive
Waltham, MA 02415
(781) 810-0120

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

Copies to:

Christian E. Plaza
Brent B. Siler
Jaime L. Chase
Cooley LLP
1299 Pennsylvania Ave, NW
Suite 700
Washington, DC 20004-2400
(202) 842-7800

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
Emerging growth company

Accelerated filer
Smaller reporting 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

| 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 |
|---|-----------------------------------|---|--|----------------------------------|
| Amended and Restated Stock Incentive Plan (options) (Common stock, \$0.001 par value per share) | 1,158,335(2) | \$ 4.70(5) | \$ 5,444,174.50(5) | \$ 659.84 |
| 2018 Equity Incentive Plan (Common stock, \$0.001 par value per share) | 947,108(3) | \$ 6.36(6) | \$ 6,023,606.88(6) | \$ 730.07 |
| 2018 Equity Incentive Plan (options) (Common stock, \$0.001 par value per share) | 242,783(2) | \$ 15.00(7) | \$ 3,641,745.00(7) | \$ 441.38 |
| 2018 Employee Stock Purchase Plan (Common stock, \$0.001 par value per share) | 140,000(4) | \$ 6.36(6) | \$ 890,400.00(6) | \$ 107.92 |
| TOTAL | 2,488,226 | — | \$ 15,999,926.38 | \$ 1,939.21 |

- 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 that become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of Entasis Therapeutics Holdings Inc.'s (the "Registrant") outstanding shares of common stock, par value \$0.001 per share (the "Common Stock").
- Represents shares of the Common Stock reserved for issuance upon the exercise of outstanding options granted under the Registrant's Amended and Restated Stock Incentive Plan, as amended (the "Amended and Restated Plan"). The Amended and Restated Plan has been terminated and no further option grants will be made under the Amended and Restated Plan, and any shares remaining available for future grants, plus any shares underlying outstanding options that terminate by expiration, forfeiture, cancellation or otherwise without the issuance of such shares, have been allocated to the Registrant's 2018 Equity Incentive Plan (the "2018 Plan").
- Represents shares of the Common Stock reserved for future grant under the 2018 Plan. To the extent outstanding awards under the Amended and Restated Plan terminate by expiration, forfeiture, cancellation or otherwise without the issuance of such shares, the shares of common stock subject to such awards instead will be available for future issuance under the 2018 Plan. The 2018 Plan also provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2018 Plan on January 1st of each year, for a period of 10 years, commencing on January 1, 2019 and ending on (and including) January 1, 2028, in an amount equal to the lesser of (a) 4% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year and (b) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.
- Represents shares of the Common Stock reserved for issuance under the Registrant's 2018 Employee Stock Purchase Plan (the "ESPP"). The ESPP provides that an additional number of shares will automatically be

added annually to the shares authorized for issuance under the ESPP on January 1, from January 1, 2019 until January 1, 2028. The number of shares added each year will be equal to the lesser of: (a) 1% of the total number of shares of the Registrant's capital stock outstanding on December 31 of the preceding calendar year; (b) 250,000 shares of Common Stock and (c) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.

- (5) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using a weighted-average exercise price for such shares.
 - (6) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of the Common Stock as reported on The Nasdaq Global Market on November 12, 2018.
 - (7) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using the exercise price for such shares.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “**Commission**”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Entasis Therapeutics Holdings Inc. (the “**Registrant**”) hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- (a) the Registrant’s prospectus filed on September 26, 2018 pursuant to Rule 424(b), dated September 25, 2018, under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-226920), which contains audited financial statements for the Registrant’s latest fiscal year, for which such statements have been filed; and
- (b) The Registrant’s Quarterly Reports on Form 10-Q (File No. 001- 38670) for the quarter ended September 30, 2018, filed with the Commission on November 14, 2018;
- (c) The Registrant’s Current Report on Form 8-K (File No. 001- 38670) filed with the Commission on September 28, 2018; and
- (d) the description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001- 38670) filed with the Commission on September 21, 2018, under Section 12(b) 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.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and 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 into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. 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 herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

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 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation provides for indemnification of the Registrant’s directors to the maximum extent permitted by the Delaware General Corporation Law, and the Registrant’s amended and restated bylaws provide for indemnification of the Registrant’s directors, officers, employees and other agents to the maximum extent permitted by law.

The Registrant has entered into indemnification agreements with the Registrant’s directors and officers, whereby the

Registrant has agreed to indemnify the Registrant's directors and officers to the fullest extent permitted by law, including advancement of expenses incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify the Registrant's directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 4.1 | <u>Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38670), filed with the Commission on September 28, 2018).</u> |
| 4.2 | <u>Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38670), filed with the Commission on September 28, 2018).</u> |
| 4.3 | <u>Specimen common stock certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-226920), filed with the Commission on August 17, 2018).</u> |
| 4.4 | <u>Amended and Restated Stock Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-226920), filed with the Commission on August 17, 2018).</u> |
| 4.5 | <u>Form of Nonqualified Stock Option Agreement (Senior Management) under the Amended and Restated Stock Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 (File No. 333-226920), filed with the Commission on August 17, 2018).</u> |
| 4.6 | <u>Form of Incentive Stock Option Agreement (Senior Management) under the Amended and Restated Stock Incentive Plan (incorporated herein by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 (File No. 333-226920), filed with the Commission on May 24, 2018).</u> |
| 4.7 | <u>2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38670), filed with the Commission on November 14, 2018).</u> |
| 4.8 | <u>Forms of Stock Option Grant Notice and Stock Option Agreement under 2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (File No. 333-226920), filed with the Commission on August 17, 2018).</u> |
| 4.9 | <u>Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under 2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1 (File No. 333-226920), filed with the Commission on August 17, 2018).</u> |
| 4.10 | <u>2018 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38670), filed with the Commission on November 14, 2018).</u> |
| 5.1 | <u>Opinion of Cooley LLP.</u> |
| 23.1 | <u>Consent of KPMG LLP, independent registered public accounting firm.</u> |
| 23.2 | <u>Consent of Cooley LLP (included in Exhibit 5.1).</u> |
| 24.1 | <u>Power of Attorney (included on the signature page to this Registration Statement).</u> |

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 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) 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 Commission 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 herein, 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 herein, 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 Commission 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 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 Waltham, Commonwealth of Massachusetts on November 14, 2018.

Entasis Therapeutics Holdings Inc.

By: /s/ Manoussos Perros
Manoussos Perros, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Manoussos Perros, Ph.D. and Michael Gutch, Ph.D., and each or any one of them, 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, 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, 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 on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-------------------|
| <u>/s/ Manoussos Perros</u> Manoussos Perros, Ph.D. | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | November 14, 2018 |
| <u>/s/ Michael Gutch</u> Michael Gutch, Ph.D. | Chief Financial Officer and Chief Business Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | November 14, 2018 |
| <u>/s/ Nicholas Galakatos</u> Nicholas Galakatos, Ph.D. | Director | November 14, 2018 |
| <u>/s/ Heather Behanna</u> Heather Behanna, Ph.D. | Director | November 14, 2018 |

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--------------|-------------------|
| <u>/s/ David Hastings</u> David C. Hastings | Director | November 14, 2018 |
| <u>/s/ Gregory Norden</u> Gregory Norden | Director | November 14, 2018 |
| <u>/s/ Heather Preston</u> Heather Preston, M.D. | Director | November 14, 2018 |
| <u>/s/ Andrew J. Staples</u> Andrew J. Staples | Director | November 14, 2018 |
| <u>/s/ James N. Topper</u> James N. Topper, M.D., Ph.D. | Director | November 14, 2018 |



Brent B. Siler
+1 202 728 7040
bsiler@cooley.com

November 14, 2018

Entasis Therapeutics Holdings Inc.
35 Gatehouse Drive
Waltham, MA 02451

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Entasis Therapeutics Holdings Inc., a Delaware corporation (the "*Company*"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission covering the offering of up to 2,488,226 shares of common stock, par value \$0.001 per share, consisting of (i) 1,158,335 shares of common stock, less the number of shares of common stock underlying outstanding options that terminate by expiration, forfeiture, cancellation or otherwise without the issuance of such shares (the "*Amended and Restated Plan Shares*") issuable pursuant to the Company's Amended and Restated Stock Incentive Plan, as amended (the "*Amended and Restated Plan*"), (ii) 1,189,891 shares of common stock, plus the number of Amended and Restated Plan Shares relating to outstanding options that so terminate (the "*2018 Plan Shares*") issuable pursuant to the Company's 2018 Equity Incentive Plan, (iii) 140,000 shares of common stock (the "*ESPP Shares*," together with the Amended and Restated Plan Shares and the 2018 Plan Shares, the "*Shares*") issuable pursuant to the Company's 2018 Employee Stock Purchase Plan (together with the Amended and Restated Plan and the 2018 Equity Incentive Plan, the "*Plans*").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses included therein, (b) the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, certificates, memoranda, and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof, and we have assumed the due execution and delivery of all documents where due execution and delivery are prerequisite to the effectiveness thereof.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related Prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 1299 Pennsylvania Avenue, NW, Suite 700 Washington, DC 20004-2400
t: (202) 842-7800 f: (202) 842-7899 cooley.com

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Brent B. Siler
Brent B. Siler

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Entasis Therapeutics Holdings Inc.:

We consent to the use of our report dated March 23, 2018, with respect to the consolidated balance sheets of Entasis Therapeutics Limited (the Company) as of December 31, 2016 and 2017, and the related consolidated statements of operations, redeemable convertible preference shares and shareholders' deficit, and cash flows for the years then ended, and the related notes (collectively, the consolidated financial statements), incorporated herein by reference. Our report dated March 23, 2018, except as to the reverse stock split described in note 2, which is as of September 17, 2018 contains an explanatory paragraph that states that the Company has incurred recurring losses and negative cash flows from operations that raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ KPMG LLP

Cambridge, Massachusetts
November 14, 2018
