

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

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

SURROZEN, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1556622
(I.R.S. Employer
Identification No.)

**171 Oyster Point Blvd, Suite 300
South San Francisco, CA 94080
(650) 489-9000**
(Address of principal executive offices, including zip code)

**Surrozen, Inc. 2021 Equity Incentive Plan
Surrozen, Inc. 2021 Employee Stock Purchase Plan**
(Full titles of the plans)

**Craig Parker
President and Chief Executive Officer
Surrozen, Inc.
171 Oyster Point Blvd, Suite 400
South San Francisco, CA 94080
(650) 489-9000**

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

Copies to:

**Sheela Mohan-Peterson, J.D., M.S.
Vice President, Legal
Surrozen, Inc.
171 Oyster Point Blvd, Suite 400
South San Francisco, CA 94080
(650) 489-9000**

**John T. McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000**

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. ☐

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant previously registered shares of its Common Stock for issuance under the Surrozen, Inc. 2021 Equity Incentive Plan (the “2021 Plan”) and Surrozen, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) under a Registration Statement on [Form S-8](#) filed with the Securities and Exchange Commission on November 8, 2021 (File No. 333-260858). The contents of the previous Registration Statement referenced above, to the extent not otherwise amended or superseded by the contents hereof, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

Part I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

As permitted by the rules of the Commission, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the 2021 Plan and the 2021 ESPP, as applicable, as required by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “SEC”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) (File No. 001-39635) for the fiscal year ended December 31, 2021 filed with the SEC on March 28, 2022.
- (b) The Registrant’s Current Reports on Form 8-K (File No. 001-39635) filed with the SEC on [January 10, 2022](#), [February 24, 2022](#), and [March 24, 2022](#) (other than Item 2.02 therein).
- (c) The description of the Registrant’s common stock which is contained in a Registration Statement on [Form 8-A](#) filed on August 11, 2021, as amended (File No. 001-39635) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description, and in the Company’s [Final Prospectus](#), dated November 9, 2021, filed with the Commission pursuant to Rule 424(b) under the Securities Act, relating to the registration statement on Form S-1, as amended (File No. 333-259496), and all amendments to such registration statement.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered 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 of this Registration Statement from the date of the filing of such reports and documents. 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 that 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 4. Description of Securities

Not applicable.

Item 5. Interests of Names Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (the “DGCL”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the Registrant. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant’s amended and restated certificate of incorporation and bylaws provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its amended and restated certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for unlawful payments of dividends or unlawful stock repurchases redemptions or other distributions or (4) for any transaction from which the director derived an improper personal benefit. The Registrant’s amended and restated certificate of incorporation provides for such limitation of liability to the fullest extent permitted by the DGCL.

The Registrant has entered into indemnification agreements with each of its directors and executive officers to provide contractual indemnification in addition to the indemnification provided in the Registrant’s amended and restated certificate of incorporation. Each indemnification agreement provides for indemnification and advancements by the Registrant of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to the Registrant or, at the Registrant’s request, service to other entities, as officers or directors to the maximum extent permitted by applicable law.

The Registrant also maintains standard policies of insurance under which coverage is provided (1) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the Registrant, and (2) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to any indemnification provision contained in the Registrant’s amended and restated certificate of incorporation and bylaws or otherwise as a matter of law.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1*	Amended and Restated Certificate of Incorporation of Surrozen, Inc.	8-K	001-39635	3.1	August 17, 2021
3.2*	Amended and Restated Bylaws of Surrozen, Inc.	8-K	001-39635	3.2	August 17, 2021

5.1	Opinion of Cooley LLP.				
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.				
23.2	Consent of Cooley LLP (included in Exhibit 5.1 hereto).				
24.1	Power of Attorney (included on the signature page hereto).				
99.1*	Surrozen, Inc. 2021 Equity Incentive Plan and the forms of agreement thereunder including the Form of Stock Option Grant Notice, Form of Stock Option Agreement, Form of Restricted Stock Unit Grant Notice and Form Restricted Stock Unit Award Agreement.	8-K	001-39635	10.6	August 17, 2021
99.3*	Surrozen, Inc. 2021 Employee Stock Purchase Plan.	8-K	001-39635	10.7	August 17, 2021
107	Filing Fee Table				
* Previously Filed.					

Item 9. Undertakings

1. The undersigned Registrant hereby undertakes:

- (a) 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 Securities and Exchange 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.
 - (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)(i) and (a)(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 Securities and Exchange 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.

- (b) 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.
- (c) 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.

2. 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.
3. 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 Securities and Exchange 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 South San Francisco, State of California, on March 29, 2022.

SURROZEN, INC.

By: /s/ Craig Parker

Craig Parker

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Craig Parker and Charles Williams, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 his or her substitute or 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.

Signature	Title	Date
<u>/s/ Craig Parker</u> Craig Parker	President and Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2022
<u>/s/ Charles Williams</u> Charles Williams	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 29, 2022
<u>/s/ Anna Berkenblit</u> Anna Berkenblit	Director	March 29, 2022
<u>/s/ Tim Kutzkey</u> Tim Kutzkey, Ph.D.	Chair of the Board	March 29, 2022
<u>/s/ Shao-Lee Lin</u> Shao-Lee Lin, M.D., Ph.D.	Director	March 29, 2022
<u>/s/ David J. Woodhouse</u> David J. Woodhouse, Ph.D.	Director	March 29, 2022
<u>/s/ Mace Rothenberg</u> Mace Rothenberg	Director	March 29, 2022
<u>/s/ Christopher Chai</u> Christopher Chai	Director	March 29, 2022
<u>/s/ Mary Haak-Frendscho</u> Mary Haak-Frendscho	Director	March 29, 2022



John T. McKenna
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jmckenna@cooley.com

March 29, 2022

Surrozen, Inc.
171 Oyster Point Blvd, Suite 300
South San Francisco, CA 94080

Re: Surrozen, Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Surrozen, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**SEC**”) covering the offering of up to 2,642,804 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”) consisting of (a) 2,202,336 shares of Common Stock (the “**Evergreen 2021 EIP Shares**”) issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”); and (b) 440,468 shares of Common Stock (the “**Evergreen 2021 ESPP Shares**” and, together with the Evergreen 2021 EIP Shares, the “**Shares**”) issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**” and, together with the 2021 Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company’s Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials 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 thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

We note that the Company was initially incorporated under the laws of the Cayman Islands and was domesticated as a corporation in the State of Delaware (the “**Domestication**”) in accordance with Section 388 of the Delaware General Corporation Law (the “**DGCL**”). We have assumed all matters determinable under the laws of the Cayman Islands, including without limitation that (i) immediately prior to the Domestication, the Company was duly organized, validly existing and in good standing under the laws of the Cayman Islands, (ii) the Company had full power, authority and legal right to domesticate in the State of Delaware pursuant to Section 388 of the DGCL and to authorize the issuance of its shares prior to the Domestication, (iii) the laws of the Cayman Islands permitted the Company to domesticate in the State of Delaware pursuant to Section 388, (iv) the discontinuation of the Company from the Cayman Islands was duly authorized by all necessary corporate action as provided in its governing documents and was duly

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effected in accordance with Cayman Islands law, (v) any and all consents, approvals and authorizations from applicable Cayman Island governmental authorities required to authorize and permit the Company to domesticate in the State of Delaware pursuant to Section 388 of the DGCL were obtained, and (vi) the approval of the Plans by the board and shareholders of the Company as a Cayman Islands exempted company prior to the Domestication were done in accordance with the applicable governing documents of the Company and the laws of the Cayman Islands.

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).

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

Sincerely,

COOLEY LLP

By: /s/ John T. McKenna

John T. McKenna

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Surrozen, Inc. 2015 Equity Incentive Plan, 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of our report dated March 28, 2022, with respect to the consolidated financial statements of Surrozen, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
March 28, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Surrozen, 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, \$0.0001 par value per share, 2021 Equity Incentive Plan	457(c) 457(h)	2,202,336 ⁽²⁾	\$3.28 ⁽⁴⁾	\$7,223,663	0.0000927	\$670
Equity	Common Stock, \$0.0001 par value per share, 2021 Employee Stock Purchase Plan	457(c) 457(h)	440,468 ⁽³⁾	\$2.79 ⁽⁵⁾	\$1,228,025	0.0000927	\$114
Total Offering Amounts					\$8,451,688		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$784

- (1) Pursuant to Rule 416(a) promulgated 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 Surrozen, Inc. 2021 Equity Incentive Plan (the “2021 Plan”) or the Surrozen, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Surrozen, Inc.’s (the “Registrant”) common stock, as applicable.
- (2) Represents shares of common stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 Plan. Pursuant to such provision, on January 1 of each year through January 1, 2031, the number of shares authorized for issuance under the 2021 Plan is automatically increased by an amount equal to the lesser of (a) 5% of the fully-diluted shares of the Registrant’s common stock on December 31 of the preceding year or (b) a number of shares of the Registrant’s common stock determined by the Registrant’s board of directors prior to the date of the increase.
- (3) Represents shares of common stock that were automatically added to the shares authorized for issuance under the 2021 ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 ESPP. Pursuant to such provision, on January 1 of each year through January 1, 2031, the number of shares authorized for issuance under the 2021 ESPP is automatically increased by an amount equal to the lesser of (a) 1% of the fully-diluted shares of the Registrant’s common stock on December 31st of the preceding calendar year, (b) a number of shares of the Registrant’s common stock equal to 200% of the initial share

reserve, or (c) such lesser number of shares of the Registrant as determined by the Registrant's board of directors. Shares subject to purchase rights granted under the 2021 ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the 2021 ESPP.

- (4) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Capital Market on March 25, 2022, which date is within five business days prior to the filing of this Registration Statement.
- (5) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Capital Market on March 25, 2022, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.