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

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

Nkarta, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

47-4515206

(I.R.S. Employer
Identification No.)

Nkarta, Inc.

**6000 Shoreline Court, Suite 102
South San Francisco, CA 94080**

(Address, including zip code, of Principal Executive Offices)

**Nkarta, Inc. 2020 Performance Incentive Plan
Nkarta, Inc. Employee Stock Purchase Plan**

(Full title of the plan)

**Paul J. Hastings
Chief Executive Officer
Nkarta, Inc.**

**6000 Shoreline Court, Suite 102
South San Francisco, CA 94080
415-582-4923**

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

COPY TO:

**C. Brophy Christensen, Jr., Esq.
O'Melveny & Myers LLP
Two Embarcadero Center, 28th Floor
San Francisco, California 94111-3823
(415) 984-8700**

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement for the purpose of registering additional shares of Common Stock issuable pursuant to the Registrant's 2020 Performance Incentive Plan and the Registrant's Employee Stock Purchase Plan and consists only of those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the "Securities Act").

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) The Company’s Registration Statements on Form S-8, filed with the Commission on August 3, 2020, January 15, 2021, and March 17, 2022 (Commission File Nos. 333-240309, 333-252134, and 333-263650, respectively).
- (b) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on March 17, 2022 (Commission File No. 001-39370).
- (c) The portions of the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 21, 2022 that are incorporated by reference in Part III of the Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 2021 (Commission File No. 001-39370).
- (d) The Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2022, June 30, 2022, and September 30, 2022, filed with the Commission on May 12, 2022, August 11, 2022, and November 9, 2022, respectively (each, Commission File No. 001-39370).
- (e) The Company’s Current Reports on Form 8-K, filed with the Commission on March 29, 2022, April 25, 2022, April 28, 2022, May 16, 2022, June 10, 2022, and December 5, 2022 (each, Commission File No. 001-39370, and in each case only as to the information “filed” with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and not as to information “furnished” thereunder.
- (f) The description of the Company’s Common Stock contained in its Registration Statement on Form 8-A, filed with the Commission on July 2, 2020 as modified by the description of the Company’s Common Stock contained in Exhibit 4.1 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 (each, Commission File No. 001-39370), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is 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 other 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 be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

The exhibits to this Registration Statement are listed below.

EXHIBIT INDEX

| Exhibit Number | Description | Incorporated by Reference | | | | Filed Herewith |
|----------------|---|---------------------------|------------|---------|-------------|----------------|
| | | Form | File No. | Exhibit | Filing Date | |
| 4.1 | Nkarta, Inc. 2020 Performance Incentive Plan. | S-1/A | 333-239301 | 10.4 | 7/2/2020 | |
| 4.2 | Nkarta, Inc. Employee Stock Purchase Plan | S-1/A | 333-239301 | 10.5 | 7/2/2020 | |
| 5 | Opinion of O'Melveny & Myers LLP. | | | | | X |
| 23.1 | Consent of Independent Registered Public Accounting Firm. | | | | | X |
| 23.2 | Consent of O'Melveny & Myers LLP (see Exhibit 5). | | | | | |
| 24 | Power of Attorney (included on signature page thereto). | | | | | |
| 107 | Filing Fee Table. | | | | | X |

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 S8 and has duly caused this Form S-8 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 January 9, 2023.

NKARTA, INC.

By:

/s/ Paul J. Hastings

Paul J. Hastings
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Paul J. Hastings and Nadir Mahmood, and each of them, acting individually and without the other, 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 his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-----------------|
| <u>/s/ Paul J. Hastings</u> Paul J. Hastings | Chief Executive Officer and Director (Principal Executive Officer) | January 9, 2023 |
| <u>/s/ Nadir Mahmood</u> Nadir Mahmood, Ph.D. | Chief Financial and Business Officer (Principal Financial and Accounting Officer) | January 9, 2023 |
| <u>/s/ Fouad Azzam</u> Fouad Azzam, Ph.D., MBA | Director | January 9, 2023 |
| <u>/s/ Ali Behbahani</u> Ali Behbahani, M.D., MBA | Director | January 9, 2023 |
| <u>/s/ Michael Dybbs</u> Michael Dybbs, Ph.D. | Director | January 9, 2023 |
| <u>/s/ Simeon George</u> Simeon George, M.D., MBA | Director | January 9, 2023 |
| <u>/s/ Leone Patterson</u> Leone Patterson, MBA | Director | January 9, 2023 |
| <u>/s/ Zachary Scheiner</u> Zachary Scheiner, Ph.D. | Director | January 9, 2023 |
| <u>/s/ Laura Shawver</u> Laura Shawver, Ph.D. | Director | January 9, 2023 |
| <u>/s/ Angela Thedinga</u> Angela Thedinga | Director | January 9, 2023 |

[O'Melveny & Myers letterhead]

January 9, 2023

Nkarta, Inc.
6000 Shoreline Court, Suite 102
South San Francisco, CA 94080

Re: Registration of Securities of Nkarta, Inc.

Ladies and Gentlemen:

In connection with the registration by Nkarta, Inc. (the "Company") under the Securities Act of 1933, as amended, of up to (i) 2,443,915 shares (the "2020 Plan Shares") of the Company's common stock, \$0.0001 par value per share (the "Common Stock") to be issued or delivered pursuant to the Nkarta, Inc. 2020 Performance Incentive Plan (the "2020 Plan") and (ii) 488,783 shares (the "ESPP Shares" and together with the 2020 Plan Shares, the "Shares") of Common Stock to be issued or delivered pursuant to the Nkarta, Inc. Employee Stock Purchase Plan (the "ESPP" and together with the 2020 Plan, the "Plans"), in each case pursuant to a Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission on or about the date hereof, you have requested our opinion set forth below.

In our capacity as counsel, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

On the basis of such examination and my consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the applicable Plan and relevant agreements duly authorized by and in accordance with the terms of the applicable Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plans, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

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

Respectfully submitted,

/s/ O'Melveny & Myers LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Nkarta, Inc. 2020 Performance Incentive Plan and Nkarta, Inc. Employee Stock Purchase Plan of our report dated March 17, 2022, with respect to the financial statements of Nkarta, 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

Redwood City, California
January 9, 2023

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Form S-8
(Form Type)

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Nkarta, 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(2) | Maximum Aggregate Offering Price(2) | Fee Rate | Amount of Registration Fee |
|------------------------|---|----------------------|----------------------|---|-------------------------------------|--------------------------------|----------------------------|
| Equity | Common Stock, \$0.0001 par value per share, issuable pursuant to the Registrant's 2020 Performance Incentive Plan | 457(c); 457(h) | 2,443,915(3) | \$6.17 | \$15,078,956 | \$110.20 per \$1,000,000 | \$1,662 |
| Equity | Common Stock, \$0.0001 par value per share, issuable pursuant to the Registrant's Employee Stock Purchase Plan | 457(c); 457(h) | 488,783(3) | \$6.17 | \$3,015,791 | \$110.20 per \$1,000,000 | \$332 |
| Total Offering Amounts | | | 2,932,698 | | \$18,094,747 | | \$1,994 |
| Total Fee Offsets | | | | | | | \$0 |
| Net Fee Due | | | | | | | \$1,994 |

- (1) This Registration Statement covers, in addition to the number of shares of Nkarta, Inc., a Delaware corporation (the "Registrant"), common stock, par value \$0.0001 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Nkarta, Inc. 2020 Performance Incentive Plan and the Nkarta, Inc. Employee Stock Purchase Plan (the "Plans") as a result of one or more adjustments under the Plans to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq Global Select Market on January 5, 2023.
- (3) Represents additional shares of Common Stock that were automatically added to the shares reserved for future issuance under the Plans on January 3, 2023 pursuant to certain provisions of the Plans that provide for an automatic increase in the share reserve each year in accordance with a formula set forth in the applicable Plan.
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