

**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 Securities Act Rule 428(b)(1).

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 Statement on [Form S-8](#), filed with the Commission on August 3, 2020 and January 15, 2021 (Commission File Nos. 333-240309 and 333-252134, respectively).
- (c) The Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the Commission on March 17, 2022 (Commission File No. 001-39370).
- (e) 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 Securities Exchange Act of 1934, as amended (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	
5.1	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 5.1).					
24.1	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 March 17, 2022.

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)	March 17, 2022
<u>/s/ Nadir Mahmood</u> Nadir Mahmood, Ph.D.	Chief Financial and Business Officer (Principal Financial and Accounting Officer)	March 17, 2022
<u>/s/ Tiba Aynechi</u> Tiba Aynechi, Ph.D.	Director	March 17, 2022
<u>/s/ Fouad Azzam</u> Fouad Azzam, Ph.D., MBA	Director	March 17, 2022
<u>/s/ Ali Behbahani</u> Ali Behbahani, M.D., MBA	Director	March 17, 2022
<u>/s/ Michael Dybbs</u> Michael Dybbs, Ph.D.	Director	March 17, 2022
<u>/s/ Simeon George</u> Simeon George, M.D., MBA	Director	March 17, 2022
<u>/s/ Leone Patterson</u> Leone Patterson, MBA	Director	March 17, 2022
<u>/s/ Zachary Scheiner</u> Zachary Scheiner, Ph.D.	Director	March 17, 2022
<u>/s/ Laura Shawver</u> Laura Shawver, Ph.D.	Director	March 17, 2022

File Number: 0625190-00005

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Two Embarcadero Center
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San Francisco, CA 94111-3823

March 17, 2022

Nkarta, Inc.
6000 Shoreline Court, Suite 102
South San Francisco, CA 94080Re: ***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) 1,649,364 shares (the "2020 Plan Shares") of the Company's common stock, \$0.001 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) 329,872 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 the 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
March 17, 2022

Calculation of Filing Fee Table

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Form S-8
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Nkarta, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit (4)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	457(c); 457(h)	1,649,364(2)	\$9.75	\$16,081,299.00	\$92.70 per \$1,000,000	\$1,490.74
Equity	Common Stock, \$0.0001 par value per share	457(c); 457(h)	329,872(3)	\$9.75	\$3,216,252.00	\$92.70 per \$1,000,000	\$298.15
Total Offering Amounts							\$1,788.89
Total Fee Offsets							\$0
Net Fee Due							\$1,788.89

- (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 (the "2020 Plan") and the Nkarta, Inc. Employee Stock Purchase Plan (the "ESPP") as a result of one or more adjustments under the 2020 Plan or ESPP to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Represents additional shares of Common Stock that were automatically added to the shares reserved for future issuance under the 2020 Plan on January 3, 2022 pursuant to certain provisions of the 2020 Plan that provide for an automatic increase in the share reserve each year in accordance with a formula set forth in the 2020 Plan.
- (3) Represents additional shares of Common Stock that were automatically added to the shares reserved for future issuance under the ESPP on January 3, 2022 pursuant to certain provisions of the ESPP that provide for an automatic increase in the share reserve each year in accordance with a formula set forth in the ESPP.
- (4) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$9.75 per share, which represents the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq Global Select Market on March 14, 2022.