
**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.
Eric C. Sibbitt, 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.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (4)	Proposed Maximum Aggregate Offering Price (4)	Amount Of Registration Fee(4)
Common Stock, \$0.0001 par value per share, issuable under the Nkarta, Inc. 2020 Performance Incentive Plan	1,635,267 shares (2)	\$56.08	\$91,705,773.36	\$10,005.10
Common Stock, \$0.0001 par value per share, issuable under the Nkarta, Inc. Employee Stock Purchase Plan	327,053 shares (3)	\$56.08	\$18,341,132.24	\$2,001.02
Total	1,962,320 shares		\$110,046,905.60	\$12,006.12

- (1) This Registration Statement covers, in addition to the number of shares of Nkarta, Inc., a Delaware corporation (the “Company” or 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 Plans to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Represents additional shares that were automatically added to the shares reserved for future issuance under the 2020 Plan on January 4, 2021 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 that were automatically added to the shares reserved for future issuance under the ESPP on January 4, 2021 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 Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee, The offering price per share and the 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 11, 2021.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement for the purpose of registering additional shares of Common Stock issuable pursuant to the 2020 Plan and the ESPP 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 (Commission File No. 333-240309).
- (b) The Company’s [Prospectus](#), dated July 9, 2020, filed pursuant to Rule 424(b) under the Securities Act in connection with its Registration Statement on [Form S-1](#) (Commission File No. 333-239301) initially filed with the Commission on June 19, 2020, as amended, which includes unaudited financial statements for the three months ended and as of March 31, 2020 and audited financial statements for the years ended and as of December 31, 2018 and 2019.
- (c) The Company’s Quarterly Reports on Form 10-Q for its fiscal quarters ended [June 30, 2020](#) and [September 30, 2020](#), filed with the Commission on August 20, 2020 and November 12, 2020, respectively (each, Commission File No. 001-39370).
- (d) The Company’s Current Reports on Form 8-K filed with the SEC on [July 14, 2020](#) (with respect to Item 5.03 only), [October 5, 2020](#) (with respect to Item 5.02 only) and [January 13, 2021](#) (each, 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 (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	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. Reference is made to Exhibit 5 of this Registration Statement.					X
24	Power of Attorney. Reference is made to the signature page of this Registration Statement.					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 S-8 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 15, 2021.

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 15, 2021
<u>/s/ Nadir Mahmood</u> Nadir Mahmood, Ph.D.	Chief Financial and Business Officer (Principal Financial and Accounting Officer)	January 15, 2021
<u>/s/ Tiba Aynechi</u> Tiba Aynechi, Ph.D.	Director	January 15, 2021
<u>/s/ Fouad Azzam</u> Fouad Azzam, Ph.D., MBA	Director	January 15, 2021
<u>/s/ Ali Behbahani</u> Ali Behbahani, M.D., MBA	Director	January 15, 2021
<u>/s/ Michael Dybbs</u> Michael Dybbs, Ph.D.	Director	January 15, 2021
<u>/s/ Simeon George</u> Simeon George, M.D., MBA	Director	January 15, 2021
<u>/s/ Leone Patterson</u> Leone Patterson, MBA	Director	January 15, 2021
<u>/s/ Zachary Scheiner</u> Zachary Scheiner, Ph.D.	Director	January 15, 2021
<u>/s/ Laura Shawver</u> Laura Shawver, Ph.D.	Director	January 15, 2021

File Number: 0625190-00005

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Two Embarcadero Center
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San Francisco, CA 94111-3823

January 15, 2021

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 of up to 1,962,320 shares of Common Stock of Nkarta, Inc., a Delaware corporation (the "Company"), par value \$0.0001 per share (the "Shares"), under the Securities Act of 1933, as amended, 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, up to 1,635,267 of such Shares to be issued or delivered pursuant to the Nkarta, Inc. 2020 Performance Incentive Plan and up to 327,053 of such Shares to be issued or delivered pursuant to the Nkarta, Inc. Employee Stock Purchase Plan, 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 plan, and upon payment for and delivery of the Shares as contemplated in accordance with the applicable plan, 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 this 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 April 17, 2020 (except for the retroactive effect of the 1-for-3.7 reverse stock split as described in Note 2, as to which the date is July 1, 2020), with respect to the financial statements of Nkarta, Inc. for the years ended December 31, 2018 and 2019 included in the Registration Statement (Form S-1, No. 333-239301) and related Prospectus of Nkarta, Inc. filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

Redwood City, California
January 15, 2021