

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

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

**Poseida Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**9390 Towne Centre Drive, Suite 200**  
**San Diego, California**  
(Address of Principal Executive Offices)

**47-2846548**  
(I.R.S. Employer  
Identification No.)

**92121**  
(Zip Code)

**2020 Equity Incentive Plan**  
**2020 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Mark J. Gergen, J.D.**  
**President and Chief Executive Officer**  
**Poseida Therapeutics, Inc.**  
**9390 Towne Centre Drive, Suite 200**  
**San Diego, CA 92121**  
**(858) 779-3100**

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

*Copies to:*

**Thomas A. Coll**  
**Kenneth J. Krisko**  
**Edmond J. Lay**  
**Cooley LLP**  
**10265 Science Center Drive**  
**San Diego, California 92121**  
**(858) 550-6000**

**Harry J. Leonhardt, Esq.**  
**General Counsel**  
**Poseida Therapeutics, Inc.**  
**9390 Towne Centre Drive, Suite 200**  
**San Diego, California 92121**  
**(858) 779-3100**

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.

## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

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 Poseida Therapeutics, Inc. (the “Registrant”) on Form S-8 relating to the same employee benefit plans is effective. Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register (i) 4,298,208 additional shares of its Common Stock, par value \$0.0001 per share (“Common Stock”), that were automatically added to the shares authorized for issuance under the Registrant’s 2020 Equity Incentive Plan (“2020 Plan”), and (ii) 859,641 additional shares of its Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2020 Employee Stock Purchase Plan (“2020 ESPP”). The Registrant previously registered shares of Common Stock for issuance under the 2020 Plan and 2020 ESPP under Registration Statements on Form S-8 filed with the SEC on [July 23, 2020](#) (File No. 333-240048), [June 8, 2021](#) (File No. 333-256899) and [February 18, 2022](#) (File No. 333-262869). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced in the preceding sentence.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the SEC:

- (a) The Registrant’s Annual Report on Form 10-K, filed with the SEC on [March 10, 2022](#);
- (b) The Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on [April 27, 2022](#);
- (c) The Registrant’s Quarterly Report on Form 10-Q, filed with the SEC on [May 12, 2022](#), [August 11, 2022](#) and [November 10, 2022](#);
- (d) The Registrant’s Current Report on Form 8-K (other than information furnished rather than filed), filed with the SEC on [January 10, 2022](#), [February 1, 2022](#), [February 17, 2022](#), [February 22, 2022](#), [March 10, 2022](#), [April 7, 2022](#), [May 18, 2022](#), [June 16, 2022](#), [August 3, 2022](#), [August 3, 2022](#), [August 4, 2022](#) and [September 7, 2022](#);
- (e) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed on July 7, 2020 (File No. 001-39376) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report 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 after the date 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 of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. 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 other subsequently filed document that 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 8. Exhibits.**

The exhibits to this Registration Statement are listed below:

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39376), filed with the SEC on July 14, 2020).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39376), filed with the SEC on July 14, 2020).</u></a>
4.3	<a href="#"><u>Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on June 19, 2020).</u></a>
4.4	<a href="#"><u>Amended and Restated Investors' Rights Agreement, by and among the Registrant and certain of its stockholders, dated June 24, 2020 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on July 6, 2020).</u></a>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of independent registered public accounting firm.</u></a>
23.2	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page).</u></a>
99.1	<a href="#"><u>Poseida Therapeutics, Inc. 2020 Equity Incentive Plan and Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise thereunder (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on July 6, 2020).</u></a>
99.2	<a href="#"><u>Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the Poseida Therapeutics, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-39376), filed with the SEC on November 9, 2021).</u></a>
99.3	<a href="#"><u>Poseida Therapeutics, Inc. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-239321), filed with the SEC on July 6, 2020).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

## 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 San Diego, State of California, on January 12, 2023.

### POSEIDA THERAPEUTICS, INC.

By: /s/ Mark J. Gergen

Mark J. Gergen, J.D.  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark J. Gergen, J.D. and Johanna M. Mylet, C.P.A., 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 sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute or substitutes, 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 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Mark J. Gergen</u> Mark J. Gergen, J.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	January 12, 2023
<u>/s/ Johanna M. Mylet</u> Johanna M. Mylet, C.P.A.	Chief Financial Officer (Principal Financial and Accounting Officer)	January 12, 2023
<u>/s/ Eric Ostertag</u> Eric Ostertag, M.D., Ph.D.	Executive Chairman and Director	January 12, 2023
<u>/s/ Charles M. Baum</u> Charles M. Baum, M.D., Ph.D.	Director	January 12, 2023
<u>/s/ Cynthia Collins</u> Cynthia Collins	Director	January 12, 2023
<u>/s/ Luke Corning</u> Luke Corning	Director	January 12, 2023
<u>/s/ Marcea B. Lloyd</u> Marcea B. Lloyd, J.D.	Director	January 12, 2023
<u>/s/ John P. Schmid</u> John P. Schmid, M.B.A.	Director	January 12, 2023



Thomas A. Coll  
+1 858 550 6013  
collta@cooley.com

January 12, 2023

Poseida Therapeutics, Inc.  
9390 Towne Centre Drive, Suite 200  
San Diego, California 92121

Ladies and Gentlemen:

You have requested our opinion, as counsel to POSEIDA THERAPEUTICS, INC., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 5,157,849 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share ("**Common Stock**"), including (i) 4,298,208 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**Incentive Plan**"), and (ii) 859,641 shares of Common Stock issuable pursuant to the Company's 2020 Employee Stock Purchase Plan (together with the Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Plans, the Company's certificate of incorporation and bylaws, each as currently in effect, and 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 of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

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).

10265 SCIENCE CENTER DRIVE, SAN DIEGO, CA 92121 T: (858) 550-6000 F: (858) 550-6420 WWW.COOLEY.COM



Poseida Therapeutics, Inc.  
January 12, 2023  
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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Thomas A. Coll

Thomas A. Coll

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Poseida Therapeutics, Inc. of our report dated March 10, 2022 relating to the financial statements, which appears in Poseida Therapeutics Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP

Irvine, California  
January 12, 2023

## Calculation of Filing Fee Table

Form S-8  
(Form Type)Poseida Therapeutics, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(4)
Equity	Common Stock, par value \$0.0001 per share	457(c) and 457(h)	5,157,849 (2)	\$6.41(3)	\$33,061,812.09	0.00011020	\$3,643.42
Total Offering Amounts					\$33,061,812.09		\$3,643.42
Total Fee Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$3,643.42

- (1) 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, par value \$0.0001 per share (“Common Stock”) of Poseida Therapeutics, Inc. (the “Registrant”) that become issuable under the Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”) and the Registrant’s 2020 Employee Stock Purchase Plan (the “2020 ESPP”).
- (2) Represents (i) 4,298,208 shares of Common Stock that were automatically added to the shares authorized for issuance under the 2020 Plan on January 1, 2023, pursuant to an “evergreen” provision contained in the 2020 Plan and (ii) 859,641 shares of Common Stock that were automatically added to the shares authorized for issuance under the 2020 ESPP on January 1, 2023, pursuant to an “evergreen” provision contained in the 2020 ESPP.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The proposed maximum offering price per share and maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on January 10, 2023, which date is within five business days prior to the filing of this Registration Statement.
- (4) The Registrant does not have any fee offsets.