

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

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

BOLT BIOTHERAPEUTICS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

47-2804636
(I.R.S. Employer
Identification No.)

**900 Chesapeake Drive
Redwood City, California 94063
(650) 665-9295**
(Address of principal executive offices) (Zip code)

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

**Randall C. Schatzman, Ph.D.
Chief Executive Officer
Bolt Biotherapeutics, Inc.
900 Chesapeake Drive
Redwood City, California 94063
(650) 665-9295**

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

Copies to:

**Sonya F. Erickson
John T. McKenna
Cooley LLP
1700 Seventh Avenue
Seattle, Washington 98101
(206) 452-8753**

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

Bolt Biotherapeutics, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional (a) 1,889,895 shares of its common stock, par value \$0.00001 per share (the “*Common Stock*”), issuable to eligible persons under the 2021 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s registration statement on Form S-8s filed on [February 5, 2021 \(File No. 333-252815\)](#) and [March 30, 2022 \(File No. 333-263987\)](#) (the “*Prior Form S-8s*”), and (b) 377,979 shares of Common Stock issuable to eligible persons under the 2021 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock registered on the Prior Form S-8s.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated by reference herein.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed on March 29, 2023, which contains audited financial statements for the Registrant’s latest fiscal year.
- (b) The description of the Common Stock which is contained in a registration statement on [Form 8-A](#) filed on February 2, 2021 (File No. 001-39988) 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.
- (c) 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 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-39988	3.1	2/9/2021
4.2	Amended and Restated Bylaws of the Registrant.	S-1	333-252136	3.4	1/15/2021
4.3	Form of common stock certificate of the Registrant.	S-1	333-252136	4.1	1/15/2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (see signature page hereto).				
99.1	2021 Equity Incentive Plan.	S-1/A	333-252136	10.4	2/1/2021
99.2	2021 Employee Stock Purchase Plan.	S-1/A	333-252136	10.7	2/1/2021
107*	Filing Fee Table.				

* Filed herewith

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 Redwood City, State of California, on March 29, 2023.

BOLT BIOTHERAPEUTICS, INC.

By: /s/ Randall C. Schatzman, Ph.D.

Randall C. Schatzman, Ph.D.

Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Randall C. Schatzman, Ph.D. and William P. Quinn, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), 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, her or their 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 by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Randall C. Schatzman, Ph.D.</u> Randall C. Schatzman, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 29, 2023
<u>/s/ William P. Quinn</u> William P. Quinn	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 29, 2023
<u>/s/ Laura Berner</u> Laura Berner	Director	March 29, 2023
<u>/s/ Edgar G. Engleman, M.D.</u> Edgar G. Engleman, M.D.	Director	March 29, 2023
<u>/s/ James I. Healy, M.D.</u> James I. Healy, M.D.	Director	March 29, 2023
<u>/s/ Kathleen LaPorte</u> Kathleen LaPorte	Director	March 29, 2023
<u>/s/ Frank D. Lee</u> Frank D. Lee	Director	March 29, 2023
<u>/s/ Richard A. Miller, M.D.</u> Richard A. Miller, M.D.	Director	March 29, 2023
<u>/s/ Brian O'Callaghan</u> Brian O'Callaghan	Director	March 29, 2023
<u>/s/ Nicole Onetto, M.D.</u> Nicole Onetto, M.D.	Director	March 29, 2023
<u>/s/ Mahendra G. Shah, Ph.D.</u> Mahendra G. Shah, Ph.D.	Director	March 29, 2023



John T. McKenna
+1 650 843 5059
jmckenna@cooley.com

March 29, 2023

Bolt Biotherapeutics, Inc.
900 Chesapeake Drive
Redwood City, CA 94063

Ladies and Gentlemen:

We have acted as counsel to Bolt Biotherapeutics, 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 "**Commission**") covering the offering of up to an aggregate of 2,267,874 shares (the "**Shares**") of the Company's Common Stock, par value \$0.00001 per share ("**Common Stock**"), consisting of (a) 377,979 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (the "**2021 ESPP**") and (b) 1,889,895 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (together with the 2021 ESPP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect and (d) originals or copies certified to our satisfaction of such other 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, and the conformity to originals of all documents submitted to us as copies thereof, 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.

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 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. 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.

Bolt Biotherapeutics, Inc.
March 30, 2022
Page 2

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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Bolt Biotherapeutics, Inc. of our report dated March 29, 2023 relating to the financial statements, which appears in Bolt Biotherapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 29, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Bolt Biotherapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.00001 per share, Bolt Biotherapeutics, Inc. 2021 Employee Stock Purchase Plan	Other ⁽²⁾	377,979 ⁽³⁾	\$1.13 ⁽²⁾	\$427,116	\$0.0001102	\$47.07
Equity	Common Stock, par value \$0.00001 per share, Bolt Biotherapeutics, Inc. 2021 Equity Incentive Plan	Other ⁽⁴⁾	1,889,895 ⁽⁵⁾	\$1.33 ⁽⁴⁾	\$2,513,560	\$0.0001102	\$277.00
Total Offering Amounts					\$2,940,676		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$324.07

(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 the Registrant’s common stock that become issuable under the plans set forth herein 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 the Registrant’s common stock, as applicable.

(2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 28, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”).

(3) Represents an automatic annual increase equal to 1% of the total number of shares of the Registrant’s common stock outstanding on December 31, 2022, which annual increase is provided by the 2021 ESPP.

(4) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 28, 2023.

(5) Represents an automatic annual increase equal to 5% of the total number of shares of the Registrant’s common stock outstanding on December 31, 2022, which annual increase is provided by the Registrant’s 2021 Equity Incentive Plan.

