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

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

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**Tectonic Therapeutic, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**490 Arsenal Way**  
**Suite 210**  
**Watertown, MA**  
(Address of Principal Executive Offices)

**83-0710585**  
(I.R.S. Employer  
Identification No.)

**02472**  
(Zip Code)

**2024 Equity Incentive Plan**  
**2024 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Daniel Lochner**  
**Chief Financial Officer**  
**490 Arsenal Way**  
**Suite 210**  
**Watertown, MA 02472**  
**(339) 666-3320**

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

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*Copies to:*

**Divakar S. Gupta**  
**Brandon Fenn**  
**Minkyu Park**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, New York 10001**  
**(212) 479-6000**

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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 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.

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## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Tectonic Therapeutic, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “**Commission**”) for the purpose of registering (a) 742,815 shares of the Registrant’s common stock, par value \$0.0001 (the “**Common Stock**”), issuable to eligible persons under the Registrant’s 2024 Equity Incentive Plan (the “**2024 Plan**”), pursuant to the provisions of the 2024 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2024 Plan on January 1, 2025 and (b) 148,563 shares of Common Stock issuable to eligible persons under the Registrant’s 2024 Employee Stock Purchase Plan (the “**2024 ESPP**”), pursuant to the provisions of the 2024 ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2024 ESPP on January 1, 2025. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

These shares of Common Stock are additional securities of the same class as other securities for which the Registration Statement on Form S-8 was previously filed with the Commission, including any post-effective amendments thereto (File No. 333-281690) (collectively, the “**Prior Registration Statements**”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such Prior Registration Statement are modified or supplemented, as the case may be, as set forth in this Registration Statement.

**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 Commission:

(a) Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on March 20, 2025;

(b) Current Reports on Form 8-K, which were filed with the Commission on [January 30, 2025](#) and [February 3, 2025](#) (except that, with respect to the foregoing Current Reports, any portions thereof which are furnished and not filed shall not be deemed incorporated by reference); and

(b) the description of the Registrant's common stock in the Registrant's registration statement on [Form 8-A](#) filed with the Commission on June 11, 2018, including any amendments or reports filed for the purpose of updating such description, including as Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (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, 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, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference 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 which also is or is deemed to be incorporated by reference herein modifies or supersedes that 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.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">Fourth Amended and Restated Certificate of Incorporation, as amended through June 20, 2024 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38537), filed with the Commission on August 14, 2024).</a>
4.2	<a href="#">Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 25, 2018).</a>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm of Tectonic Therapeutic, Inc.</a>
23.2	<a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1.</a>

Exhibit Number	Description
24.1	<a href="#">Power of Attorney. Reference is made to the signature page hereto.</a>
99.1	<a href="#">Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 20, 2024).</a>
99.2	<a href="#">Forms of Option Grant Notice, Option Agreement and Notice of Exercise under Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 20, 2024).</a>
99.3	<a href="#">Tectonic Therapeutic, Inc. 2024 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K (File No. 001-38537), filed with the Commission on June 20, 2024).</a>
107	<a href="#">Filing Fee Table.</a>

**ITEM 9. UNDERTAKINGS.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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 Watertown, Commonwealth of Massachusetts, on March 20, 2025.

**TECTONIC THERAPEUTIC, INC.**

By /s/ Alise Reicin

Alise Reicin  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alise Reicin and Daniel Lochner, and each of them, as true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for them 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 file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in their names and behalf in their capacities as officers and directors to enable Tectonic Therapeutic, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of 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, ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, 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 on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alise Reicin</u> Alise Reicin	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 20, 2025
<u>/s/ Daniel Lochner</u> Daniel Lochner	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 20, 2025
<u>/s/ Terrance McGuire</u> Terrance McGuire	Director	March 20, 2025
<u>/s/ Phillip B. Donenberg</u> Phillip B. Donenberg	Director	March 20, 2025
<u>/s/ Timothy A. Springer</u> Timothy A. Springer	Director	March 20, 2025
<u>/s/ Praveen Tipirneni</u> Praveen Tipirneni	Director	March 20, 2025
<u>/s/ Stefan Vitorovic</u> Stefan Vitorovic	Director	March 20, 2025



Brandon Fenn  
+1 212 479 6626  
bfenn@cooley.com

March 20, 2025

Tectonic Therapeutic, Inc.  
490 Arsenal Way, Suite 210  
Watertown, MA 02472

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Tectonic Therapeutic, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the U.S. Securities and Exchange Commission (the “**Commission**”), covering the offering by the Company of up to 891,378 shares (the “**Shares**”) of its common stock, par value \$0.0001 per share (“**Common Stock**”), consisting of (a) 742,815 shares of Common Stock issuable pursuant to the Company’s 2024 Equity Incentive Plan (the “**2024 EIP**”) and (b) 148,563 shares of Common Stock issuable pursuant to the Company’s 2024 Employee Stock Purchase Plan (together with the 2024 EIP, the “**Plans**”).

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

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

COOLEY LLP 55 HUDSON YARDS, NEW YORK, NY 10001  
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM



Tectonic Therapeutic, Inc.

March 20, 2025

Page Two

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/ Brandon Fenn

Brandon Fenn

COOLEY LLP 55 HUDSON YARDS, NEW YORK, NY 10001

T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 20, 2025, relating to the financial statements of Tectonic Therapeutic, Inc., appearing in the Annual Report on Form 10-K of Tectonic Therapeutic, Inc. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
March 20, 2025

## Calculation of Filing Fee Tables

**S-8**  
(Form Type)

**Tectonic Therapeutic, 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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	
Newly Registered Securities									
Fees to be Paid	Equity	Common stock, \$0.0001 par value per share to be issued pursuant to the Tectonic Therapeutic, Inc. 2024 Equity Incentive Plan	Rule 457(c) and (h)(1)	742,815 <sup>(2)</sup>	\$22.20 <sup>(4)</sup>	\$16,490,493.00	\$0.00015310	\$2,524.70	
	Equity	Common stock, \$0.0001 par value per share to be issued pursuant to the Tectonic Therapeutic, Inc. 2024 Employee Stock Purchase Plan	Rule 457(c) and (h)(1)	148,563 <sup>(3)</sup>	\$18.87 <sup>(5)</sup>	\$2,803,383.81	\$0.00015310	\$429.20	
	Total Offering Amounts						\$19,293,876.81		\$2,953.90
	Total Fees Previously Paid								–
	Total Fee Offsets								–
	Net Fees Due								\$2,953.90

- (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 of Tectonic Therapeutic, Inc. (the “*Registrant*”), par value \$0.0001 per share (“*Common Stock*”), that become issuable under the Registrant’s 2024 Equity Incentive Plan (the “*2024 Plan*”) and 2024 Employee Stock Purchase Plan (the “*2024 ESPP*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents additional shares of Common Stock that were automatically added to the shares reserved for future grant under the 2024 Plan on January 1, 2025 pursuant to an “evergreen” provision contained in the 2024 Plan, which provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2024 Plan on January 1 of each calendar year, from January 1, 2025 through (and including) January 1, 2034, in an amount equal to (a) five percent (5%) of the total number of shares of Common Stock issued and outstanding on December 31<sup>st</sup> of the preceding calendar year; or (b) a lesser number of shares of Common Stock determined by the Registrant’s board of directors (the “*Board*”) prior to the date of increase.
- (3) Represents additional shares of Common Stock that were automatically added to the shares reserved for future grant under the 2024 ESPP on January 1, 2025 pursuant to an “evergreen” provision contained in the 2024 ESPP, which provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2024 ESPP on January 1 of each calendar year, from January 1, 2025 through (and including) January 1, 2034, in an amount equal to the lesser of: (a) one percent (1%) of the total number of shares of Common Stock issued and outstanding on December 31<sup>st</sup> of the preceding calendar year; (b) a number of shares equal to 442,029 shares of Common Stock; or (c) such lesser number of shares of Common Stock as determined by the Board.
- (4) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on March 19, 2025, as reported on The Nasdaq Stock Market, which date is within five business days prior to the filing of this Registration Statement.
- (5) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on March 19, 2025, as reported on The Nasdaq Stock Market, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2024 ESPP.