

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

**FORM S-8
REGISTRATION STATEMENT**
Under
The Securities Act of 1933

KODIAK SCIENCES INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-0476525
(I.R.S. Employer
Identification Number)

**1200 Page Mill Road
Palo Alto, CA 94304**
(Address of principal executive offices, including zip code)

2018 Equity Incentive Plan

(Full title of the plan)

D. Victor Perlroth, M.D.
Chairman and Chief Executive Officer
**1200 Page Mill Road
Palo Alto, CA 94304
(650) 281-0850**

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

Copies to:
**David Peinsipp
Carlton Fleming
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**

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
Non-accelerated filer

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock \$0.0001 par value per share ("Common Stock")	3,821,253(2)	\$ 121.16	\$ 462,983,013.48	\$ 50,511.45

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of Common Stock of Kodiak Sciences Inc. (the "Registrant") that become issuable under the 2018 Equity Incentive Plan (the "2018 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
 - (2) Includes the automatic annual increases of 1,776,761 shares and 2,044,492 shares on each of January 1, 2020 and January 1, 2021, respectively, to the number of shares of Common Stock reserved for issuance under the 2018 Plan pursuant to an "evergreen" provision contained in the 2018 Plan. Pursuant to such provision, the number of shares of Common Stock available for grant and issuance under the 2018 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2019, by an amount equal to the least of (i) 4,300,000 shares of Common Stock, (ii) four percent (4%) of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year or (iii) such number of shares of Common Stock determined by the Registrant's board of directors prior to the fiscal year end.
 - (3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$121.16 per share, which is the average of the high and low prices of Registrant's Common Stock, as reported on the Nasdaq Global Market on February 23, 2021.
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EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional shares of Common Stock of Kodiak Sciences Inc. (the “Registrant”) under the Kodiak Sciences Inc. 2018 Equity Incentive Plan (the “2018 Plan”), for which shares of Common Stock were registered previously on registration statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on October 9, 2018 (No. 333-227755) and on May 15, 2019 (No. 333-231503) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, the contents of such Prior Registration Statements are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such Prior Registration Statements are modified by the information set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

(1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020 (the “Annual Report”), filed with the Commission on March 1, 2021 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

(2) The description of the Registrant’s Common Stock contained in the Company’s Registration Statement on [Form 8-A](#) (File No. 001-38682) filed with the Commission on October 1, 2018, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.6](#) of the Annual Report.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished under Item 2.02 or Item 7.01, 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 that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in 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 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 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 which 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	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Kodiak Sciences Inc., as currently in effect.	10-Q	3001-38682	3.1	November 16, 2018
4.2	Amended and Restated Bylaws of Kodiak Sciences Inc., as currently in effect.	10-Q	001-38682	3.2	November 16, 2018

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
4.3	Form of Common Stock Certificate of the Company.	S-1/A	333-227237	4.1	September 24, 2018
4.4	Form of Class B Share Warrant.	S-1/A	333-227237	4.5	September 24, 2018
5.1	Opinion of Cooley LLP				
23.1	Consent of Independent Registered Public Accounting Firm				
23.2	Consent of Cooley LLP (contained in Exhibit 5.1 hereto)				
24.1	Power of Attorney (contained on signature page hereto)				
99.1	2018 Equity Incentive Plan	S-1/A	333-227237	10.6	September 24, 2018

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 Palo Alto, California, on the 1st day of March, 2021.

KODIAK SCIENCES INC.

By: /s/ Victor Perloth
Victor Perloth, M.D.
Chief Executive Officer and Chairman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Victor Perloth and John Borgeson as his 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 (including his or her capacity as a director or officer of Kodiak Sciences Inc.) to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, 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 they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ Victor Perloth</u> Victor Perloth, M.D.	Chairman and Chief Executive Officer (<i>Principal Executive Officer</i>)	March 1, 2021
<u>/s/ John Borgeson</u> John Borgeson	Senior Vice President and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	March 1, 2021
<u>/s/ Felix J. Baker</u> Felix J. Baker, Ph.D.	Director	March 1, 2021
<u>/s/ Charles Bancroft</u> Charles Bancroft	Director	March 1, 2021
<u>/s/ Bassil I. Dahiyat</u> Bassil I. Dahiyat, Ph.D.	Director	March 1, 2021
<u>/s/ Richard S. Levy</u> Richard S. Levy, M.D.	Director	March 1, 2021
<u>/s/ Robert A. Profusek</u> Robert A. Profusek, J.D.	Director	March 1, 2021
<u>/s/ Taiyin Yang</u> Taiyin Yang, Ph.D.	Director	March 1, 2021



Carlton Fleming
T: +1 650 843 5865
cfleming@cooley.com

March 1, 2021

Kodiak Sciences Inc.
1200 Page Mill Road
Palo Alto, California 94304

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Kodiak Sciences 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 covering the offering of up to 3,821,253 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**") issuable pursuant to the Company's 2018 Equity Incentive Plan.

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, the Plans and 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, 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 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 certain 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.

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com



Kodiak Sciences Inc.
March 1, 2021
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Sincerely,

Cooley LLP

By: /s/ Carlton Fleming
Carlton Fleming

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
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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 Kodiak Sciences Inc. of our report dated March 1, 2021 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Kodiak Sciences Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 1, 2021