

As filed with the Securities and Exchange Commission on March 30, 2023  
Registration No. 333-

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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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**ABSCI CORPORATION**  
(Exact name of registrant as specified in its charter)

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

**85-3383487**  
(I.R.S. Employer  
Identification No.)

**18105 SE Mill Plain Blvd  
Vancouver, WA**  
(Address of Principal Executive Offices)

**98683**  
(Zip Code)

**Absci Corporation 2021 Stock Option and Incentive Plan  
Absci Corporation 2021 Employee Stock Purchase Plan**  
(Full title of the plans)

**Sean McClain**  
**Founder and Chief Executive Officer**  
**18105 SE Mill Plain Blvd**  
**Vancouver, WA 98683**  
(Name and address of agent for service)

**(360) 949-1041**  
(Telephone number, including area code, of agent for service)

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**Copies to:**

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**Kingsley Taft  
Maggie Wong  
Goodwin Procter LLP  
Three Embarcadero Center, Floor 28  
San Francisco, CA 94111  
(415) 733-6000**

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**Sarah Korman  
Chief Legal Officer  
Absci Corporation  
18105 SE Mill Plain Blvd  
Vancouver, WA 98683  
(360) 949-1041**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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 pursuant to Section 13(a) of the Exchange Act.

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#### STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 registers (i) 4,620,555 additional shares of Common Stock under the Absci Corporation 2021 Stock Option and Incentive Plan (the “2021 Plan”) and (ii) 924,111 additional shares of Common Stock under the Absci Corporation 2021 Employee Stock Purchase Plan (the “2021 ESPP”). The number of shares of Common Stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on each January 1, beginning January 1, 2022, by an amount equal to the lesser of: (i) 5% of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31, and (ii) such lesser number of shares of Common Stock as determined by the Administrator (as defined in the 2021 Plan). The number of shares of Common Stock reserved and available for issuance under the 2021 ESPP is subject to an automatic annual increase on each January 1, beginning January 1, 2022 and each January 1 thereafter through January 1, 2031, by an amount equal to the lesser of: (i) 1,807,500 shares of Common Stock, (ii) 1% of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31, and (iii) such number of shares of Common Stock as determined by the Administrator (as defined in the 2021 ESPP). Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the (i) 2021 Plan increased by 4,620,555 and (ii) 2021 ESPP increased by 924,111. The additional shares are of the same class as other securities relating to the 2021 Plan and 2021 ESPP for which the Registrant’s registration statement filed on Form S-8 filed with the Securities and Exchange Commission on July 28, 2021 (File No. 333-258209) and on March 22, 2022 (File No. 333-263772), is effective. The information contained in the Registrant’s registration statement on Form S-8 (Registration No. 333-258209) is hereby incorporated by reference pursuant to General Instruction E, except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statement is presented herein.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

**EXHIBIT INDEX**

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Exhibit No.	Description
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Absci Corporation (filed as Exhibit 3.1 to the Form 8-K, File No. 001-40646, filed by Absci Corporation on July 26, 2021 and incorporated herein by reference).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Absci Corporation (filed as Exhibit 3.1 to the Form 8-K, File No. 001-40646, filed by Absci Corporation on December 15, 2022 and incorporated herein by reference).</u></a>
4.3	<a href="#"><u>Investors' Rights Agreement by and among the Registrant and certain of its stockholders dated October 19, 2020 (filed as Exhibit 4.2 to the Form S-1, File No. 333-257553, filed by Absci Corporation on June 30, 2021 and incorporated herein by reference).</u></a>
4.4	<a href="#"><u>Specimen Common Stock Certificate (filed as Exhibit 4.1 to the Form S-1, File No. 333-257553, filed by Absci Corporation on July 19, 2021).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page to this registration statement).</u></a>
99.1	<a href="#"><u>2021 Stock Option and Incentive Plan and forms of award agreements thereunder (filed as Exhibit 10.1 to the Form 10-Q for the quarter ended September 30, 2022, filed by Absci Corporation on November 9, 2022 and incorporated herein by reference).</u></a>
99.2	<a href="#"><u>2021 Employee Stock Purchase Plan (filed as Exhibit 10.3 to the Form S-1, File No. 333-257553, filed by Absci Corporation on July 15, 2021 and incorporated herein by reference).</u></a>
107*	<a href="#"><u>Filing Fee Table.</u></a>

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\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Vancouver, Washington, on this 30th day of March, 2023.

### ABSCI CORPORATION

By: /s/ Sean McClain  
Name: Sean McClain  
Title: Founder and CEO

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Sean McClain, Gregory Schiffman and Todd Bedrick as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their capacities and on the date indicated.

NAME	TITLE	DATE
<u>/s/ Sean McClain</u> Sean McClain	Founder, CEO and Director (Principal Executive Officer)	March 30, 2023
<u>/s/ Gregory Schiffman</u> Gregory Schiffman	Chief Financial Officer (Principal Financial Officer)	March 30, 2023
<u>/s/ Todd Bedrick</u> Todd Bedrick	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	March 30, 2023
<u>/s/ Ivana Magovcevic-Liebisch</u> Ivana Magovcevic-Liebisch, Ph.D.	Chairperson of the Board and Director	March 30, 2023
<u>/s/ Zachariah Jonasson</u> Zachariah Jonasson, Ph.D.	Director	March 30, 2023
<u>/s/ Karen McGinnis</u> Karen McGinnis, C.P.A.	Director	March 30, 2023
<u>/s/ Amrit Nagpal</u> Amrit Nagpal	Director	March 30, 2023
<u>/s/ Daniel Rabinovitsj</u> Daniel Rabinovitsj	Director	March 30, 2023
<u>/s/ Joseph Sirosh</u> Joseph Sirosh, Ph.D.	Director	March 30, 2023

## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

**Absci Corporation**  
(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
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)(1)	4,620,555(3)	\$1.70(2)	\$7,854,943.50	\$0.0001102	\$865.61
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)(1)	924,111(4)	\$1.45(5)	\$1,339,960.95	\$0.0001102	\$147.66
<b>Total Offering Amounts</b>							
<b>Total Fee Offsets</b>							\$0
<b>Net Fee Due</b>							\$1,013.28

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$1.70, the average of the high and low sale prices of the of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 29, 2023.
- (3) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2021 Stock Option and Incentive Plan (the "2021 Plan") effective as of January 1, 2023. Shares available for issuance under the 2021 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on July 28, 2021 (Registration No. 333-258209) and March 22, 2022 (Registration No. 333-263772).
- (4) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2021 Employee Stock Purchase Plan (the "ESPP") effective as of January 1, 2023. Shares available for issuance under the ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on July 28, 2021 (Registration No. 333-258209).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act, and based on 85% of \$1.70, the average of the high and low sale prices of the of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 29, 2023. Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the fair market value of a share of common stock on the first trading day of the offering period or on the exercise date, whichever is lower.

March 30, 2023  
Absci Corporation  
18105 SE Mill Plain Blvd  
Vancouver, WA 98683

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 5,544,666 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Absci Corporation, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan and 2021 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Absci Corporation 2021 Stock Option and Incentive Plan and Absci Corporation 2021 Employee Stock Purchase Plan of Absci Corporation of our report dated March 30, 2023, with respect to the consolidated financial statements of Absci Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington  
March 30, 2023