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

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

Annexon, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-5414423
(I.R.S. Employer
Identification Number)

**1400 Sierra Point Parkway, Bldg C, Suite 200
Brisbane, California 94005**
(Address of Principal Executive Offices)(Zip Code)

**Annexon, Inc. 2020 Incentive Award Plan
Annexon, Inc. Employee Stock Purchase Plan
Annexon, Inc. 2022 Employment Inducement Award Plan**
(Full Title of the Plan)

Douglas Love, Esq.
President and Chief Executive Officer
Annexon, Inc.
1400 Sierra Point Parkway, Bldg C, Suite 200
Brisbane, California 94005
(650) 822-5500
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Divakar Gupta
Anitha Anne
Cooley LLP
55 Hudson Yards
New York, NY 10001
(212) 479-6000**

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

EXPLANATORY NOTE

This Registration Statement is being filed with the U.S. Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plans is effective. Specifically, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Annexon, Inc. (the “Registrant”) to register an additional (i) 3,134,763 shares of its Common Stock issuable under its 2020 Incentive Award Plan (the “2020 Plan”), (ii) 783,690 shares of its Common Stock issuable under its Employee Stock Purchase Plan (the “ESPP”) and (iii) 850,000 shares of its Common Stock issuable under its 2022 Employment Inducement Award Plan (“Inducement Plan”). The additional shares of Common Stock under the 2020 Plan and the ESPP have become reserved for issuance as a result of the operation of the “evergreen” provisions in each of the 2020 Plan and the ESPP, which provide that the total number of shares subject to such plans will be increased on the first day of each calendar year pursuant to a specified formula. The additional shares of Common Stock under the Inducement Plan represent an increase in the number of shares of Common Stock reserved for issuance under the Inducement Plan, which increase was previously approved by the Registrant’s Board of Directors on February 14, 2024.

The Registrant previously registered shares of its common stock, par value \$0.001 per share (the “Common Stock”), for issuance under its 2020 Plan and the ESPP under Registration Statements on Form S-8 filed with the Commission on July 24, 2020 (File No. 333-240101), March 25, 2021 (File No. 333-254707), March 2, 2022 (File No. 333-263193) and March 6, 2023 (File No. 333-270307), and under its Inducement Plan under a Registration Statement on Form S-8 filed with the SEC on August 8, 2022 (File No. 333-266671) (collectively, the “Earlier Registration Statements”). This Registration Statement hereby incorporates by reference the contents of the Registrant’s Earlier Registration Statements pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the SEC on March 26, 2024.
- (b) The information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022 from the Registrant’s [Definitive Proxy Statement](#) on Schedule 14A filed with the SEC on April 25, 2023.
- (c) The description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A](#) filed on July 21, 2020 (File No. 001-39402) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.3](#) to the Registrant’s Annual Report on Form 10-K filed with the SEC on March 1, 2022.
- (d) 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
4.1 (1)	Amended and Restated Certificate of Incorporation of Annexon, Inc.
4.2 (2)	Amended and Restated Bylaws of Annexon, Inc.
4.3 (3)	Form of Common Stock Certificate
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP, independent registered public accounting firm
24.1	Power of Attorney (included on the signature page of this Form S-8)
99.1 (4)	2020 Incentive Award Plan
99.2 (5)	Form of Stock Option Grant Notice and Stock Option Agreement under the 2020 Incentive Award Plan
99.3 (6)	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2020 Incentive Award Plan
99.4 (7)	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2020 Incentive Award Plan
99.5 (8)	Employee Stock Purchase Plan
99.6 (9)	2022 Employment Inducement Award Plan
99.7 (10)	Form of Stock Option Grant Notice and Stock Option Agreement under the 2022 Employment Inducement Award Plan
99.8 (11)	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2022 Employment Inducement Award Plan
107.1	Filing Fee Table

- (1) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K (File No. 001-39402), filed with the Securities and Exchange Commission on July 28, 2020, and incorporated herein by reference.
- (2) Filed as Exhibit 3.2 to Registrant's Current Report on Form 8-K (File No. 001-39402), filed with the Securities and Exchange Commission on July 28, 2020, and incorporated herein by reference.
- (3) Filed as Exhibit 4.2 to Registrant's Registration Statement on Form S-1 (File No. 333-239647), filed with the Securities and Exchange Commission on July 2, 2020, and incorporated herein by reference.
- (4) Filed as Exhibit 99.2(a) to Registrant's Registration Statement on Form S-8 (File No. 333-240101), filed with the Securities and Exchange Commission on July 24, 2020, and incorporated herein by reference.
- (5) Filed as Exhibit 10.5(b) to Registrant's Registration Statement on Form S-1 (File No. 333-239647), filed with the Securities and Exchange Commission on July 2, 2020, and incorporated herein by reference.
- (6) Filed as Exhibit 10.5(c) to Registrant's Registration Statement on Form S-1 (File No. 333-239647), filed with the Securities and Exchange Commission on July 2, 2020, and incorporated herein by reference.
- (7) Filed as Exhibit 10.5(d) to Registrant's Registration Statement on Form S-1 (File No. 333-239647), filed with the Securities and Exchange Commission on July 2, 2020, and incorporated herein by reference.
- (8) Filed as Exhibit 99.3 to Registrant's Registration Statement on Form S-8 (File No. 333-240101), filed with the Securities and Exchange Commission on July 24, 2020, and incorporated herein by reference.
- (9) Filed as Exhibit 10.2(a) to Registrant's Quarterly Report on Form 10-Q (File No. 001-39402), filed with the SEC on August 8, 2022, and incorporated herein by reference.
- (10) Filed as Exhibit 10.2(b) to Registrant's Quarterly Report on Form 10-Q (File No. 001-39402), filed with the SEC on August 8, 2022, and incorporated herein by reference.
- (11) Filed as Exhibit 10.2(c) to Registrant's Quarterly Report on Form 10-Q (File No. 001-39402), filed with the SEC on August 8, 2022, and incorporated herein by reference.

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 Brisbane, State of California, on this 26th day of March, 2024.

Annexon, Inc.

By: /s/ Douglas Love, Esq.

Douglas Love, Esq.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas Love and Jennifer Lew, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, each 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, 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, 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 their or his or her substitutes or substitute, 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 the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Douglas Love, Esq.</u> Douglas Love, Esq.	President and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 26, 2024
<u>/s/ Jennifer Lew</u> Jennifer Lew	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 26, 2024
<u>/s/ Thomas G. Wiggans</u> Thomas G. Wiggans	Chairperson of the Board of Directors	March 26, 2024
<u>/s/ William H. Carson, M.D.</u> William H. Carson, M.D.	Director	March 26, 2024
<u>/s/ Jung E. Choi</u> Jung E. Choi	Director	March 26, 2024
<u>/s/ Bettina M. Cockroft, M.D.</u> Bettina M. Cockroft, M.D.	Director	March 26, 2024
<u>/s/ Muneer Satter</u> Muneer Satter	Director	March 26, 2024
<u>/s/ William D. Waddill</u> William D. Waddill	Director	March 26, 2024



Divakar Gupta
T: +1 212 479 6474
dgupta@cooley.com

March 26, 2024

Annexon, Inc.
1400 Sierra Point Parkway
Bldg C, Suite 200
Brisbane, California 94005

Ladies and Gentlemen:

We have acted as counsel to Annexon, 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 4,768,453 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), consisting of (a) 3,134,763 shares of Common Stock issuable pursuant to the Company's 2020 Incentive Award Plan (the "**2020 Plan**"), (b) 783,690 shares of Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan (the "**ESPP**"), and (c) 850,000 shares of Common Stock issuable pursuant to the Company's 2022 Employment Inducement Plan (together with the 2020 Plan and the ESPP, 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) such other records, documents, opinions, certificates, memoranda and 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 the 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).

This opinion is limited to the matters expressly set forth in this letter, and no opinion 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 10001-2157
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Annexon, Inc.
March 26, 2024
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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/ Divakar Gupta
Divakar Gupta

Cooley LLP 55 Hudson Yards New York, NY 10001-2157
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Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 26, 2024, with respect to the consolidated financial statements of Annexon, Inc., incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
March 26, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)Annexon, Inc.
(Exact name of Registrant as specified in its charter)

Table 1: Newly Registered Securities

Security Type	Title of Securities to be Registered	Fee Calculation Rule	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Annexon, Inc. 2020 Equity Incentive Plan	Rule 457(c) and (h)	3,134,763(2)	\$5.88(3)	\$18,432,407	0.0001476	\$2,721
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Annexon, Inc. Employee Stock Purchase Plan	Rule 457(c) and (h)	783,690(4)	\$5.00(5)	\$3,918,450	0.0001476	\$579
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Annexon, Inc. 2022 Employment Inducement Award Plan	Rule 457(c) and (h)	850,000(6)	\$5.88(3)	\$4,998,000	0.0001476	\$738
	TOTAL		4,768,453		\$27,348,857		\$4,038

- (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 Registrant's common stock that become issuable under the plans set forth herein as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase to the number of outstanding shares of Registrant's common stock, as applicable.
- (2) Represents additional shares of common stock available for issuance under the Annexon, Inc. 2020 Equity Incentive Plan pursuant to the evergreen provisions of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 20, 2024.
- (4) Represents additional shares of common stock available for issuance under the Annexon, Inc. Employee Stock Purchase Plan pursuant to the evergreen provisions of such plan.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 20, 2024, multiplied by 85%.
- (6) Represents additional shares of common stock available for issuance under the Annexon, Inc. 2022 Employment Inducement Award Plan previously approved by the Registrant's Board of Directors on February 14, 2024.