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

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

Alpha Teknova, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3368109
(I.R.S. Employer
Identification No.)

2290 Bert Dr.
Hollister, CA 95023
(Address of Principal Executive Offices) (Zip Code)

Alpha Teknova, Inc. 2021 Equity Incentive Plan
Alpha Teknova, Inc. 2021 Employee Stock Purchase Plan
(Full titles of the plans)

Stephen Gunstream
President and Chief Executive Officer
Alpha Teknova, Inc.
2290 Bert Dr.
Hollister, CA 95023
(831) 637-1100
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Jeffrey T. Hartlin
Elizabeth A. Razzano
Paul Hastings LLP
1117 S. California Avenue
Palo Alto, California 94304

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|-----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.00001 per share | | | | |
| - Reserved for issuance under the Alpha Teknova, Inc. 2021 Equity Incentive Plan | 1,120,480 (2) | \$16.33 (4) | \$18,297,438.40 (4) | \$1,696.17 |
| - Reserved for issuance under the Alpha Teknova, Inc. 2021 Employee Stock Purchase Plan | 280,120 (3) | \$16.33 (4) | \$4,574,359.60 (4) | \$424.04 |
| Total | 1,400,600 | — | \$22,871,798.00 | \$2,120.22 |

- (1) Pursuant to Rule 416(a) of 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 Alpha Teknova, Inc. 2021 Equity Incentive Plan (the “2021 Plan”) and the Alpha Teknova, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.
- (2) Represents shares of Common Stock that were added to the shares available for issuance under the 2021 Plan on January 1, 2022, pursuant to the automatic increase feature of the 2021 Plan, which provides that the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1 of each year for a period of ten years, beginning on January 1, 2022 and continuing through January 1, 2031, in an amount equal to 4% of the total number of shares of Common Stock outstanding on December 31 of the preceding year; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock.
- (3) Represents shares of Common Stock that were added to the shares available for issuance under the ESPP on January 1, 2022, pursuant to the automatic increase feature under the ESPP, which provides that the number of shares reserved for issuance under the ESPP will automatically increase on January 1 of each year for a period of ten years, beginning on January 1, 2022 and continuing through January 1, 2031, by the lesser of (i) 1.0% of the total number of shares of Common Stock outstanding on December 31 of the immediately preceding year; and (ii) 319,911 shares of Common Stock (subject to adjustment by reason of any stock dividend, stock split, recapitalization or other similar transaction), except before the date of any such increase, the Registrant’s board of directors may determine that such increase will be less than the amount set forth in clauses (i) and (ii).
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated based on \$16.33 per share, the average of the high and low price of the Common Stock on January 21, 2022, as reported on the Nasdaq Global Market.

EXPLANATORY NOTE

Alpha Teknova, Inc. (the “Registrant”) has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act to register an aggregate of 1,400,600 additional shares of Common Stock, consisting of (i) 1,120,480 shares of Common Stock issuable under the Company’s 2021 Equity Incentive Plan (the “2021 Plan”) and (ii) 280,120 shares of Common Stock issuable under the Company’s 2021 Employee Stock Purchase Plan (the “ESPP”, and together with the 2021 Plan, the “Plans”).

Pursuant to the Registration Statement on Form S-8 (File No. 333-257523) filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on [June 29, 2021](#) (the “Prior Registration Statement”), the Registrant previously registered an aggregate of 3,199,111 shares of Common Stock under the Plans.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

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

- (a) The Prospectus filed by the Registrant with the Commission pursuant to Rule 424(b)(4) under the Securities Act on [June 25, 2021](#), related to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-256795), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) The Registrant’s Quarterly Reports on Form 10-Q (No.001-40538) filed with the Commission on [August 13, 2021](#) and [November 12, 2021](#);
- (c) The Registrant’s Current Reports on Form 8-K (No.001-40538) filed with the Commission on [June 29, 2021](#) and [November 15, 2021](#); and
- (d) The description of the Registrant’s common stock set forth in the Registration Statement on [Form 8-A](#) filed with the Commission on June 24, 2021 (File No. 001-40538) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act 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 of this Registration Statement from the date of the filing of such reports and documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

For the purposes of 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 to the extent that a statement contained herein or in any other subsequently filed document that also is or 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.

Notwithstanding the above, information that is “furnished to” the Commission shall not be deemed “filed with” the Commission and shall not be deemed incorporated by reference into this Registration Statement.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

Alpha Teknova, Inc.
2290 Bert Dr.
Hollister, CA 95023
(831) 637-1100
Attn: President and Chief Executive Officer

ITEM 8. EXHIBITS.

| Exhibit Number | Description |
|----------------|--|
| 3.1 | <u>Amended and Restated Certificate of Incorporation of Alpha Teknova, Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on June 29, 2021).</u> |
| 3.2 | <u>Amended and Restated Bylaws of Alpha Teknova, Inc. (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed on June 29, 2021).</u> |
| 4.1 | <u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-256795), filed on June 21, 2021).</u> |
| 4.2 | <u>Investors' Rights Agreement, dated as of January 14, 2019, by and among Alpha Teknova, Inc., and certain of its stockholders (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-2 (File No. 333-256795), filed on June 4, 2021).</u> |
| 5.1* | <u>Opinion of Paul Hastings LLP.</u> |
| 10.1 | <u>Alpha Teknova, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-8 (File No. 333-257523), filed on June 29, 2021).</u> |
| 10.2 | <u>Alpha Teknova, Inc. 2021 Equity Incentive Plan Form of Stock Option Agreement (incorporated by reference to Exhibit 10.6 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-256795), filed on June 21, 2021).</u> |
| 10.3 | <u>Alpha Teknova, Inc. 2021 Equity Incentive Plan Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.7 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-256795), filed on June 21, 2021).</u> |
| 10.4 | <u>Alpha Teknova, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-8 (File No. 333-257523), filed on June 29, 2021).</u> |
| 23.1* | <u>Consent of Ernst & Young, LLP, Independent Registered Public Accounting Firm.</u> |
| 23.2* | <u>Consent of Paul Hastings LLP (included in Exhibit 5.1).</u> |
| 24.1* | <u>Power of Attorney is contained on the signature page.</u> |

* 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 Hollister, State of California, on January 27, 2022.

Alpha Teknova, Inc.

By: /s/ Stephen Gunstream

Name: Stephen Gunstream

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen Gunstream and Matthew Lowell, and each or any one of them, as his or her true and lawful attorneys-in-fact and agent, 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 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 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.

| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|---|--|------------------|
| <u>/s/ Stephen Gunstream</u> Stephen Gunstream | President, Chief Executive Officer and Director (Principal Executive Officer) | January 27, 2022 |
| <u>/s/ Matthew Lowell</u> Matthew Lowell | Chief Financial Officer (Principal Accounting and Financial Officer) | January 27, 2022 |
| <u>/s/ Paul Grossman</u> Paul Grossman | Chairman of the Board | January 27, 2022 |
| <u>/s/ Irene Davis</u> Irene Davis | Director | January 27, 2022 |
| <u>/s/ Ted Davis</u> Ted Davis | Director | January 27, 2022 |
| <u>/s/ Stephen Gunstream</u> Stephen Gunstream | Director | January 27, 2022 |
| <u>/s/ Alexander Herzick</u> Alexander Herzick | Director | January 27, 2022 |
| <u>/s/ J. Matthew Mackowski</u> J. Matthew Mackowski | Director | January 27, 2022 |
| <u>/s/ Robert McNamara</u> Robert McNamara | Director | January 27, 2022 |
| <u>/s/ Brett Robertson</u> Brett Robertson | Director | January 27, 2022 |
| <u>/s/ Alexander Vos</u> Alexander Vos | Director | January 27, 2022 |

PAUL HASTINGS

January 27, 2022

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Alpha Teknova, Inc.
2290 Bert Dr.
Hollister, CA 95023

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Alpha Teknova, Inc., a Delaware corporation (the “**Company**”), in connection with the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”) to effect registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 1,400,600 shares (the “**Shares**”) of the Company’s common stock, \$0.00001 par value per share (“**Common Stock**”), comprised of: (i) 1,120,480 shares of Common Stock issuable upon the vesting and exercise of awards to be granted by the Company pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”); and (ii) 280,120 shares of Common Stock issuable upon the vesting and exercise of awards to be granted by the Company pursuant to the 2021 Employee Stock Purchase Plan (the “**ESPP**” and, together with the 2021 Plan, the “**Plans**”).

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Amended and Restated Certificate of Incorporation of the Company, as amended from time to time, as certified as of January 25, 2022 by the Office of the Secretary of State of the State of Delaware;
- (iii) the Bylaws of the Company as presently in effect, as certified by an officer of the Company on January 27, 2022;
- (iv) the Plans and the forms of award agreements related thereto that were attached as exhibits to the Registration Statement or otherwise incorporated by reference into the exhibits of the Registration Statement;
- (v) a certificate, dated as of January 27, 2022, from the Office of the Secretary of State of the State of Delaware, as to the existence and good standing of the Company in the State of Delaware (the “**Good Standing Certificate**”); and

- (vi) the resolutions adopted by the board of directors of the Company and by the stockholders of the Company regarding the Plans and other matters related thereto, as certified by an officer of the Company on January 27, 2022.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other independent counsel and, to our knowledge, handles certain legal matters and issues without the assistance of independent counsel. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the Plans will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the Plans and the agreements, forms of instrument, awards and grants duly adopted thereunder.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the Plans and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

PAUL
HASTINGS

Alpha Teknova, Inc.

January 27, 2022

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This opinion letter is rendered solely in connection with the issuance and delivery of the Shares as described in the Registration Statement and in accordance with the terms of the Plans and the applicable award agreement or form of instrument evidencing purchase rights thereunder. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

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

Very truly yours,

/s/ Paul Hastings 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 Alpha Teknova, Inc. 2021 Equity Incentive Plan and the Alpha Teknova, Inc. 2021 Employee Stock Purchase Plan of our report dated April 2, 2021, (except for paragraphs three through six of Note 17, as to which the date is June 21, 2021), with respect to the financial statements of Alpha Teknova, Inc. included in its Registration Statement on Form S-1, as amended (No. 333-256795) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
San Jose, CA
January 27, 2022