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

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

SERES THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-4326290
(I.R.S. Employer
Identification No.)

101 Cambridgepark Drive
Cambridge, MA 02140
(Address of Principal Executive Offices) (Zip Code)

Seres Therapeutics, Inc. 2015 Incentive Award Plan
Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan
(Full Title of the Plan)

Eric D. Shaff.
President and Chief Executive Officer
Seres Therapeutics, Inc.
101 Cambridgepark Drive
Cambridge, MA 02140
(Name and Address of Agent for Service)

(617) 945-9626
(Telephone Number, including Area Code, of Agent for Service)

Copies to:

Peter N. Handrinos, Esq.
Latham & Watkins LLP
200 Clarendon Street
Boston, MA 02116
(617) 948-6060

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 new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 400,000 shares of the common stock of Seres Therapeutics, Inc. (the “**Registrant**”) to be issued pursuant to the Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (the “**ESPP**”) and an additional 5,401,658 shares of the Registrant’s common stock to be issued pursuant to the Seres Therapeutics, Inc. 2015 Incentive Award Plan (the “**Incentive Plan**,” and together with the ESPP, the “**Plans**”). A Registration Statement of the Registrant on Form S-8 relating to the Plans is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registration Statements on Form S-8 (File Nos. [333-205253](#), [333-210171](#), [333-223514](#), [333-230092](#), [333-236824](#), [333-253776](#), [333-263134](#), and [333-270319](#)), including any amendments thereto, filed with the Securities and Exchange Commission, relating to the Plans, are incorporated by reference herein.

Item 8. Exhibits.

Number	Description
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37456) filed on July 1, 2015)
4.2	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant, dated June 27, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37456) filed on June 28, 2023)
4.3	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37456) filed on January 2, 2024)
5.1+	Opinion of Latham & Watkins LLP, counsel to the Registrant
23.1+	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2+	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1+	Power of attorney (included on signature pages below)
99.1	Seres Therapeutics, Inc. 2015 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Annual Report on Form 10-K (File No. 001-37456) filed on March 7, 2023)
99.2	Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1 (Reg. No. 333-204484) filed on May 27, 2015)
107+	Filing Fee Table
+	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 Cambridge, Commonwealth of Massachusetts, on this 5th day of March, 2024.

SERES THERAPEUTICS, INC.

By: /s/ Eric D. Shaff

Eric D. Shaff
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric D. Shaff and David Arkowitz, or either of them, as his or her 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, to file and sign any and all amendments, including post-effective amendments, to this registration statement, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, 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 their substitute or substitutes may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

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/ Eric D. Shaff</u> Eric D. Shaff	President, Chief Executive Officer, Director <i>(principal executive officer)</i>	March 5, 2024
<u>/s/ David Arkowitz</u> David Arkowitz	Executive Vice President, Chief Financial Officer, and Head of Business Development <i>(principal accounting officer and principal financial officer)</i>	March 5, 2024
<u>/s/ Stephen Berenson</u> Stephen Berenson	Chairman of the Board	March 5, 2024
<u>/s/ Dennis Ausiello</u> Dennis Ausiello, M.D.	Director	March 5, 2024
<u>/s/ Paul R. Biondi</u> Paul R. Biondi	Director	March 5, 2024
<u>/s/ Willard H. Dere</u> Willard H. Dere, M.D.	Director	March 5, 2024

/s/ Claire M. Fraser Director
Claire M. Fraser, Ph.D.

March 5, 2024

/s/ Kurt C. Graves Director
Kurt C. Graves

March 5, 2024

/s/ Richard N. Kender Director
Richard N. Kender

March 5, 2024

200 Clarendon Street
 Boston, Massachusetts 02116
 Tel: +1.617.948.6000 Fax: +1.617.948.6001
 www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

March 5, 2024

Seres Therapeutics, Inc.
 101 Cambridgepark Drive
 Cambridge, MA 02140

Re: Registration Statement on Form S-8; 5,801,658 shares of Seres Therapeutics, Inc. Common Stock, \$0.001 par value per share

To the addressee set forth above:

We have acted as special counsel to Seres Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”), relating to the issuance by the Company of up to an aggregate of 5,801,658 shares of common stock of the Company, \$0.001 par value per share (the “*Shares*”), issuable under the Seres Therapeutics, Inc. 2015 Incentive Award Plan (the “*2015 Plan*”) and the Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (together with the 2015 Plan, the “*Plans*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters

LATHAM & WATKINS LLP

without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Seres Therapeutics, Inc. of our report dated March 5, 2024 relating to the financial statements, which appears in Seres Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 5, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)SERES THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2015 Incentive Award Plan	Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and 457(h)	5,401,658(2)	\$1.12(4)	\$6,049,856.96	\$147.60 per million dollars	\$892.96
2015 Employee Stock Purchase Plan	Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and 457(h)	400,000(3)	\$1.12(4)	\$448,000.00	\$147.60 per million dollars	\$66.13
Total Offering Amounts						\$6,497,856.96		\$959.09
Total Fee Offsets								\$ —
Net Fee Due								\$959.09

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“*Securities Act*”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Seres Therapeutics, Inc. 2015 Incentive Award Plan (the “*Incentive Plan*”) and the Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (the “*ESPP*”) to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Incentive Plan and the ESPP.
- (2) Consists of 5,401,658 shares of Common Stock that may become issuable under the Incentive Plan pursuant to its terms.
- (3) Consists of 400,000 shares of Common Stock that may become issuable under the ESPP pursuant to its terms.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on February 27, 2024.