
**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. 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 2,000,000 shares of its Common Stock issuable under its 2022 Employment Inducement Award Plan (“Inducement Plan”). 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 September 18, 2024.

The Registrant previously registered shares of its common stock, par value \$0.001 per share (the “Common Stock”), for issuance under its Inducement Plan under a Registration Statement on Form S-8 filed with the SEC on August 8, 2022 (File No. [333-266671](#)) and March 26, 2024 (File No. [333-278244](#)) (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, 2023 from the Registrant’s [Definitive Proxy Statement](#) on Schedule 14A filed with the SEC on April 25, 2024.
- (c) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024 and June 30, 2024 filed with the SEC on [May 13, 2024](#) and [August 12, 2024](#), respectively.
- (d) The Registrant’s Current Reports on Form 8-K filed with the SEC on [May 7, 2024](#), [June 4, 2024](#) (Item 8.01 only), [June 7, 2024](#), [June 12, 2024](#), [June 25, 2024](#) and [August 5, 2024](#).
- (e) 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.
- (f) 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) | 2022 Employment Inducement Award Plan |
| 99.7 (5) | Form of Stock Option Grant Notice and Stock Option Agreement under the 2022 Employment Inducement Award Plan |
| 99.8 (6) | 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 |

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- (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 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.
 - (5) 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.
 - (6) 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 27th day of September, 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 (Principal Executive Officer) | September 27, 2024 |
| <u>/s/ Jennifer Lew</u> Jennifer Lew | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | September 27, 2024 |
| <u>/s/ Thomas G. Wiggans</u> Thomas G. Wiggans | Chairperson of the Board of Directors | September 27, 2024 |
| <u>/s/ William H. Carson, M.D.</u> William H. Carson, M.D. | Director | September 27, 2024 |
| <u>/s/ Jung E. Choi</u> Jung E. Choi | Director | September 27, 2024 |
| <u>/s/ Bettina M. Cockroft, M.D.</u> Bettina M. Cockroft, M.D. | Director | September 27, 2024 |
| <u>/s/ Muneer Satter</u> Muneer Satter | Director | September 27, 2024 |
| <u>/s/ William D. Waddill</u> William D. Waddill | Director | September 27, 2024 |



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

September 27, 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 2,000,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), consisting of 2,000,000 shares of Common Stock issuable pursuant to the Company's 2022 Employment Inducement Plan (the "**Plan**").

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 Plan, 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 Plan, 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 has been or 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.

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.

Cooley LLP 55 Hudson Yards New York, NY 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com



Annexon, Inc.
September 27, 2024
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Sincerely,

Cooley LLP

By: /s/ Divakar Gupta
Divakar Gupta

Cooley LLP 55 Hudson Yards New York, NY 10001-2157
t: (212) 479-6000 f: (212) 479-6275 cooley.com

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. and subsidiary, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
September 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. 2022 Employment Inducement Award Plan | Rule 457(c) and (h) | 2,000,000(2) | \$6.27(3) | \$12,540,000 | 0.0001476 | \$1,851 |
| | TOTAL | | 2,000,000 | | \$12,540,000 | | \$1,851 |

- (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. 2022 Employment Inducement Award Plan previously approved by the Registrant's Board of Directors on September 18, 2024.
- (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 September 25, 2024.