

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

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

BIOMEA FUSION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-2520134
(I.R.S. Employer
Identification No.)

**900 Middlefield Road, 4th Floor
Redwood City, California 94063**
(Address of Principal Executive Offices)

**2021 INCENTIVE AWARD PLAN
2021 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plans)

Thomas Butler
Chief Executive Officer
900 Middlefield Road, 4th Floor
Redwood City, California 94063
(Name and address of agent for service)

(650) 980-9099
(Telephone number, including area code, of agent for service)

Copies to:

Maggie L. Wong
Alicia M. Tschirhart
Goodwin Procter LLP
3 Embarcadero Center, 28th Floor
San Francisco, CA 94111
Telephone: (415) 733-6000

Franco Valle
Chief Financial Officer
Biomea Fusion, Inc.
900 Middlefield Road, 4th Floor
Redwood City, California 94063
Telephone: (650) 980-9099

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. (Check one):

- | | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| 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.

Proposed sales to take place as soon after the effective date of the registration statement as awards are granted, exercised or distributed under the 2021 Plan or the ESPP, as applicable.

EXPLANATORY NOTE

In this Registration Statement, Biomea Fusion, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.” This Registration Statement on Form S-8 registers (i) additional shares of the Registrant’s common stock, \$0.0001 par value per share (“Common Stock”) under the Registrant’s 2021 Incentive Award Plan (the “2021 Plan”) and (ii) additional shares of Common Stock under the Registrant’s 2021 Employee Stock Purchase Plan (the “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 the first day of each year beginning in 2022 and ending in 2031, equal to the lesser of (A) five percent of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares as determined by the Board or the Committee (as defined in the 2021 Plan). Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 1,493,437 shares.

The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an annual increase on the first day of each year beginning in 2022 and ending in 2031 equal to the lesser of (i) one percent of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year and (ii) such number of shares as may be determined by the Board (as defined in the ESPP); provided, however, no more than 4,500,000 shares may be issued under the ESPP. Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 298,687 shares.

This Registration Statement registers the aggregate of these additional 1,792,124 shares of Common Stock.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this registration statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021 (including the sections of the Registrant’s [Definitive Proxy Statement](#) on Schedule 14A, filed with the SEC on April 29, 2022 and relating to its June 22, 2022 annual meeting of stockholders, that are incorporated by reference therein);
- (b) The registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2022](#), [June 30, 2022](#), and [September 30, 2022](#);
- (c) The registrant’s Current Reports on Form 8-K and Form 8-K/A filed with the Commission dated [April 8, 2022](#), [April 19, 2022](#), [June 4, 2022](#), [June 22, 2022](#), [August 26, 2022](#), [September 7, 2022](#), [September 20, 2022](#), [September 22, 2022](#), [October 14, 2022](#), [October 31, 2022](#), [November 25, 2022](#), [December 12, 2022](#) and [December 14, 2022](#) (in each case, except for information contained therein which is furnished rather than filed); and

- (d) The description of the registrant's common stock which is registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), contained in the registrant's registration statement on Form 8-A (Registration No. 001-40335) filed by the registrant with the SEC on April 14, 2021 and as set forth by the description of the Registrant's capital stock set forth in Exhibit 4.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, in each case, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, 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 which 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.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

As permitted by Section 102 of the Delaware General Corporation Law, we have adopted provisions in our amended and restated certificate of incorporation (the "Certificate of Incorporation") filed with the Secretary of State of the State of Delaware and our amended and restated bylaws (the "Bylaws") that will limit or eliminate the personal liability of our directors for a breach of their fiduciary duty of care as a director. The duty of care generally requires that, when acting on behalf of the corporation, directors exercise an informed business judgment based on all material information reasonably available to them. Consequently, a director will not be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any act related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not affect the availability of equitable remedies such as injunctive relief or rescission. Our Certificate of Incorporation also authorizes us to indemnify our officers, directors and other agents to the fullest extent permitted under Delaware law.

As permitted by Section 145 of the Delaware General Corporation Law, our Bylaws provide that:

- we shall indemnify our directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions;
- we may indemnify our employees and agents to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions;
- we shall advance expenses to our directors and officers and may advance expenses of our employees and agents in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; and
- the rights provided in our Bylaws are not exclusive.

Our Certificate of Incorporation and our Bylaws provide for the indemnification provisions described above. We have entered into separate indemnification agreements with our directors and officers which may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements generally require us, among other things, to indemnify our officers and directors against liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct. These indemnification agreements also generally require us to advance any expenses incurred by the directors or officers as a result of any proceeding against them as to which they could be indemnified. In addition, we have purchased a policy of directors' and officers' liability insurance that insures our directors and officers against the cost of defense, settlement or payment of a judgment in some circumstances. These indemnification provisions and the indemnification agreements may be sufficiently broad to permit indemnification of our officers and directors for liabilities, including reimbursement of expenses incurred, arising under the Securities Act of 1933 (the "Securities Act").

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	4/20/21	3.2	
4.2	Amended and Restated Bylaws.	8-K	4/20/21	3.4	
4.3	Form of Common Stock Certificate.	S-1/A	4/12/21	4.2	
5.1	Opinion of Goodwin Procter LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney (included on signature page).				X
99.1(a)	2021 Incentive Award Plan.	S-1	4/12/21	10.4(a)	
99.1(b)	Form of Stock Award Grant Notice and Stock Award Agreement under the 2021 Incentive Award Plan.	S-1	4/12/21	10.4(b)	
99.1(c)	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2021 Incentive Award Plan.	S-1	4/12/21	10.4(c)	
99.1(d)	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan.	S-1	4/12/21	10.4(d)	
99.2	2021 Employee Stock Purchase Plan.	S-1	4/12/21	10.5	
107	Filing Fee Table				X

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Redwood City, State of California, this 4th day of January, 2023.

BIOMEA FUSION, INC.

By: /s/ Thomas Butler

Thomas Butler

Chief Executive Officer and Director

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Biomea Fusion, Inc., hereby severally constitute and appoint Thomas Butler and Franco Valle, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below 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 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 or necessary to be done in and about the premises, as full 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 substitute or substitutes, 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 date indicated below.

Signature	Title	Date
<hr/> <i>/s/ Thomas Butler</i> Thomas Butler	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	January 4, 2023
<hr/> <i>/s/ Franco Valle</i> Franco Valle	Chief Financial Officer <i>(Principal Financial and Principal Accounting Officer)</i>	January 4, 2023
<hr/> <i>/s/ Eric Aguiar</i> Eric Aguiar, M.D.	Director	January 4, 2023
<hr/> <i>/s/ Bihua Chen</i> Bihua Chen	Director	January 4, 2023
<hr/> <i>/s/ Ramses Erdtmann</i> Ramses Erdtmann	Director	January 4, 2023
<hr/> <i>/s/ Elizabeth Faust</i> Elizabeth Faust, Ph.D.	Director	January 4, 2023
<hr/> <i>/s/ Michael J. M. Hitchcock</i> Michael J. M. Hitchcock, Ph.D.	Director	January 4, 2023
<hr/> <i>/s/ Sumita Ray</i> Sumita Ray, J.D.	Director	January 4, 2023



Goodwin Procter LLP
Three Embarcadero Center
San Francisco, CA 94111

goodwinlaw.com
+1 415 733 6000
January 4, 2023

Biomea Fusion, Inc.
900 Middlefield Road, 4th Floor
Redwood City, California 94063

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 1,792,124 shares (the "Shares") of common stock, \$0.0001 par value per share ("Common Stock"), of Biomea Fusion, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Incentive Award Plan (the "2021 Plan") and 2021 Employee Stock Purchase Plan (the "ESPP" and, together with the 2021 Plan, 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 this Registration Statement on Form S-8 of our report dated February 28, 2022 relating to the financial statements of Biomea Fusion, Inc., appearing in the Annual Report on Form 10-K of Biomea Fusion, Inc. for the year ended December 31, 2021.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

January 4, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Biomea Fusion, Inc.
(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(2)	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)	1,493,437(3)	\$7.98	\$11,917,627.26	\$0.00011020	\$1,313.32
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)(1)	298,687 (4)	\$7.98	\$2,383,522.26	\$0.00011020	\$262.66
Total Offering Amounts					\$14,301,149.52		\$1,575.99
Total Fee Offsets							\$0
Net Fee Due							\$1,575.99

- (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 \$7.98, the average of the high and low sale prices of the of the Registrant’s common stock as reported on the Nasdaq Global Market on December 29, 2022.
- (3) Represents an automatic increase to the number of shares available for issuance under the Registrant’s 2021 Incentive Award 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 April 20, 2021 (Registration No. 333-255377).
- (4) Represents an automatic increase to the number of shares available for issuance under the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) effective as of January 1, 2023. Shares available for issuance under the 2021 ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on April 20, 2021 (Registration No. 333-255377).