

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

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

**Oyster Point Pharma, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

202 Carnegie Center, Suite 109  
Princeton, New Jersey  
(Address of Principal Executive Offices)

81-1030955  
(I.R.S. Employer  
Identification No.)

08540  
(Zip Code)

2019 Equity Incentive Plan  
(Full titles of the plans)

Jeffrey Nau, Ph.D., M.M.S.  
President and Chief Executive Officer  
Oyster Point Pharma, Inc.  
202 Carnegie Center, Suite 109  
Princeton, New Jersey 08540  
(609) 382-9032

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Divakar Gupta  
Brandon Fenn  
Cooley LLP  
55 Hudson Yards  
New York, New York 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	<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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share				
—2019 Equity Incentive Plan	1,166,477 <sup>(2)</sup>	\$18.70 <sup>(3)</sup>	\$21,813,119.90	\$2,379.81

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement will also cover any additional shares of common stock of Oyster Point Pharma, Inc. (the “Registrant”) that become issuable under the Registrant’s 2019 Equity Incentive Plan (the “2019 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
  - (2) Represents (i) an automatic annual increase equal to 4% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year, which annual increase is provided by the 2019 Plan plus (ii) 130,858 shares of the Registrant’s common stock that have become available for issuance under the 2019 Plan as a result of the forfeiture, termination, tender to or withholding by the Registrant for payment of an exercise price or for tax withholding obligations, expiration or repurchase of stock options, restricted stock units or other stock awards that had been granted under the Registrant’s 2016 Equity Incentive Plan (the “2016 Plan”), pursuant to the terms of the 2019 Plan.
  - (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 30, 2021.
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## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant previously registered shares of common stock for issuance under the 2019 Plan pursuant to a Registration Statement on Form S-8 (File No. 333-234416) filed with the Securities and Exchange Commission (the "Commission") on October 31, 2019 (the "Prior Registration Statement"). In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

### PART II

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

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

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the Commission on February 18, 2021;
- (b) The Registrant's Current Report on [Form 8-K](#) filed with the Commission on March 2, 2021;
- (c) The description of the Registrant's common stock which is contained in a registration statement on [Form 8-A](#) (File No. 001-39112), filed with the Commission on October 28, 2019 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), including any amendment or report filed for the purpose of updating such description;

(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	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>	8-K	001-39112	3.1	November 5, 2019
4.2	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	8-K	001-39112	3.2	November 5, 2019
4.3	<a href="#">Specimen Stock Certificate evidencing the shares of common stock.</a>	S-1/A	333-234104	4.2	October 15, 2019
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</a>				
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>				
99.1	<a href="#">2019 Equity Incentive Plan and forms of agreements thereunder.</a>	S-1/A	333-234104	10.3	October 21, 2019

\* 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 Princeton, New Jersey, on March 31, 2021.

### OYSTER POINT PHARMA, INC.

By: /s/ Jeffrey Nau  
Jeffrey Nau, Ph.D, M.M.S.  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey Nau and Daniel Lochner and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with 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 and about the premises, 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.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Jeffrey Nau</u> Jeffrey Nau, Ph.D., M.M.S.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 31, 2021
<u>/s/ Daniel Lochner</u> Daniel Lochner	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 31, 2021
<u>/s/ Ali Behbahani</u> Ali Behbahani, M.D.	Chair of the Board	March 31, 2021
<u>/s/ Mark Murray</u> Mark Murray	Director	March 31, 2021
<u>/s/ Michael G. Atieh</u> Michael G. Atieh	Director	March 31, 2021
<u>/s/ William J. Link</u> William J. Link, Ph.D.	Director	March 31, 2021
<u>/s/ Clare Ozawa</u> Clare Ozawa, Ph.D.	Director	March 31, 2021
<u>/s/ Benjamin Tsai</u> Benjamin Tsai	Director	March 31, 2021
<u>/s/ Aimee Weisner</u> Aimee Weisner	Director	March 31, 2021



March 31, 2021

Oyster Point Pharma, Inc.  
202 Carnegie Center, Suite 109  
Princeton, New Jersey 08540

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Oyster Point Pharma, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 1,166,477 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share ("**Common Stock**"), issuable pursuant to the Company's 2019 Equity Incentive Plan ( the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plan and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions and other 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 prospectus, will be validly issued, fully paid and non-assessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

**COOLEY LLP**

By: /s/ Divakar Gupta  
Divakar Gupta

Cooley LLP 55 Hudson Yards New York, NY 10001  
T: (212) 479 6000 F: (212) 479 6275 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Oyster Point Pharma, Inc. of our report dated February 18, 2021 relating to the financial statements, which appears in Oyster Point Pharma, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
March 31, 2021