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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

PEPGEN INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-3819886
(I.R.S. Employer
Identification No.)

**321 Harrison Avenue
Boston, Massachusetts, 02118
(781) 797-0979**

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)
PepGen Inc. 2022 Stock Option and Incentive Plan
(Full title of the plan)

**James McArthur, Ph.D.
President and Chief Executive Officer
PepGen Inc.**

**321 Harrison Avenue
Boston, Massachusetts 02118
(781) 797-0979**

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

Copies to:
**Richard Hoffman, Esq.
James Xu, Esq.
Alicia Tschirhart, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

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.

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTIONS E

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by PepGen Inc. with the Securities and Exchange Commission (the “Commission”) to register 1,185,660 additional shares of its common stock, par value \$0.0001 per share (the “Common Stock”), reserved for issuance under the PepGen Inc. 2022 Stock Option and Incentive Plan (the “2022 Plan”), pursuant to the “evergreen” provision of the 2022 Plan. The number of shares of Common Stock reserved and available for issuance under the 2022 Plan is subject to an automatic annual increase on each January 1, beginning January 1, 2023, in an amount equal to the lesser of: (i) 5% of the outstanding shares on the immediately preceding December 31, or (ii) such lesser amount as determined by the Administrator. The additional shares are of the same class as other securities relating to the 2022 Plan for which the registrant’s registration statement filed on Form S-8 with the Commission on May 10, 2022 ([File No. 333-264822](#)) is effective.

Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Registration Statement on Form S-8 filed with the Commission on May 10, 2022 ([File No. 333-264822](#)) are hereby incorporated by reference in this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Third Amended and Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on June 16, 2022 (File No. 001-41374)).</u>
4.2	<u>Certificate of Correction to Third Amended and Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on November 10, 2022 (File No. 001-41374)).</u>
4.3	<u>Amended and Restated By-laws of the Company (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on June 16, 2022 (File No. 001-41374)).</u>
4.4	<u>Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated July 30, 2021 (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-264335)).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2022 Stock Option and Incentive Plan and form of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-264335)).</u>
107*	<u>Filing Fee Table</u>

* 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 Boston, State of Massachusetts, on this 23rd day of March, 2023.

PEPGEN INC.

By: /s/ James McArthur

James McArthur, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James McArthur, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign 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 all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent 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 might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact 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.

Name	Title	Date
<u>/s/ James McArthur</u> James McArthur, Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	March 23, 2023
<u>/s/ Noel Donnelly</u> Noel Donnelly, M.B.A.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 23, 2023
<u>/s/ Christopher Ashton</u> Christopher Ashton, Ph.D.	Director	March 23, 2023
<u>/s/ Habib Joseph Dable</u> Habib Joseph Dable	Director	March 23, 2023
<u>/s/ Heidi Henson</u> Heidi Henson	Director	March 23, 2023
<u>/s/ Laurie Keating</u> Laurie B. Keating, J.D.	Director	March 23, 2023
<u>/s/ Joshua Resnick</u> Joshua Resnick, M.D., M.B.A.	Director	March 23, 2023



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

March 23, 2023

PepGen, Inc.
321 Harrison Avenue
Boston, Massachusetts 02118

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 1,185,660 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of PepGen, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2022 Stock Option and Incentive Plan (the "Plan").

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 Plan, 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 use of our report dated March 23, 2023, with respect to the consolidated financial statements of PepGen Inc. and subsidiaries, incorporated herein by reference.

/s/ KPMG LLP
Phoenix, Arizona
March 23, 2023

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)

PepGen Inc.

(Exact name of registrant as specified in its charter)

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)	1,185,660 (3)	\$15.62	\$18,520,009	\$0.0001102	\$2,040.91
Total Offering Amounts					\$18,520,009		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$2,040.91

- (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, \$0.0001 par value per share (the “Common Stock”), which become issuable under the 2022 Stock Option and Incentive Plan (the “2022 Plan”) 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 plan described herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated based upon the average of the high and low prices of the registrant’s common stock as reported on The Nasdaq Stock Market LLC on March 17, 2023, in accordance with Rule 457(c) of the Securities Act.
- (3) Represents an automatic increase of 1,185,660 shares of common stock reserved for issuance under the 2022 Plan, effective January 1, 2023. Shares available for issuance under the 2022 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on May 10, 2022 (File No. 333-264822).

