

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

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

ELEDON PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1000967
(I.R.S. Employer
Identification No.)

19900 MacArthur Blvd., Suite 550
Irvine, California
(Address of Principal Executive Offices)

92612
(Zip Code)

Eledon Pharmaceuticals, Inc. 2020 Long Term Incentive Plan
(Full title of the plan)

David-Alexandre C. Gros
Chief Executive Officer
Eledon Pharmaceuticals, Inc.
19900 MacArthur Blvd., Suite 550
Irvine, California 92612
(949) 238-8090
(Name, address, and telephone number,
including area code, of agent for service)

Copy to:
Mark Peterson
O'Melveny & Myers LLP
610 Newport Center Drive, Suite 1700
Newport Beach, California 92660
Telephone: (949) 826-6900

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 on Form S-8 is being filed by Eledon Pharmaceuticals, Inc. (the “Registrant” or the “Company”) to register a total of 9,600,000 shares of Common Stock issuable pursuant to the 2020 Long Term Incentive Plan (the “2020 Plan”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

- The Registrant’s Registration Statement on [Form S-8](#), filed with the Commission on April 12, 2021 (Commission File No. 333-255173);
- The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed with the Commission on March 30, 2023 (Commission File No. 001-36620);
- The portions of the [Registrant’s Definitive Proxy Statement on Schedule 14A](#), filed with the Commission on May 1, 2023, that are incorporated by reference in Part III of the Registrant’s Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2022 (Commission File No. 001-36620);
- The Registrant’s Quarterly Report on Form 10-Q for its fiscal quarters ended [March 31, 2023](#) and [June 30, 2023](#), filed with the Commission on May 11, 2023 and August 10, 2023 (each, Commission File No. 001-36620);
- The Registrant’s Current Reports on Form 8-K filed with the Commission on [May 1, 2023](#) and [June 22, 2023](#) (each, Commission File No. 001-36620, and in each case only as to the information “filed” with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and not as to information “furnished” thereunder); and
- The description of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”) contained in its Registration Statement on [Form 8-A](#), filed with the Commission on September 12, 2014, as updated by [Exhibit 4.5](#) to the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 24, 2022 (each, Commission File No. 001-36620), as well as any subsequent amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing. Notwithstanding the foregoing, unless specifically stated to the contrary in such filing, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise be included in or deemed to be a part of, this Registration Statement.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information in this Registration Statement is so qualified in its entirety by the information appearing in the documents incorporated herein by reference.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Bryan Smith. Mr. Smith is the General Counsel, Corporate Secretary, and Chief Compliance Officer of the Company and is compensated by the Company as an employee. Mr. Smith owns 0 shares of Common Stock, Company stock options to acquire up to an additional 612,500 shares of Common Stock, when vested, will be delivered in the form of shares of Common Stock of the Company. Mr. Smith is eligible to receive stock awards by the Company under the 2020 Long Term Incentive Plan.

Item 6. Indemnification of Directors and Officers.

Section 102 of the Delaware General Corporation Law permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our certificate of incorporation provides that none of our directors shall be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duty as director, notwithstanding any provision of law imposing such liability, except to the extent that the Delaware General Corporation Law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the Delaware General Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he is or is threatened to be made a party by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our certificate of incorporation provides that we will indemnify each person who was or is a party or threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a director or officer of us or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the Delaware General Corporation Law. Our certificate of incorporation provides that expenses must be advanced to these indemnitees under certain circumstances.

We have entered into indemnification agreements with each of our directors and officers. Each indemnification agreement provides that we will, among other things, indemnify our directors and executive officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

In addition, we maintain standard policies of insurance under which coverage is provided to our directors and officers against losses arising from claims made by reason of breach of duty or other wrongful act, and to us with respect to payments

which may be made by us to such directors and officers pursuant to the above indemnification provisions or otherwise as a matter of law. In any underwriting agreement we enter into in connection with the sale of common stock being registered hereby, the underwriters will agree to indemnify, under certain conditions, us, our directors, our officers and persons who control us within the meaning of the Securities Act against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as exhibits to this registration statement:

Exhibit Number	Exhibit Description	Incorporated by Reference			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
3.1	Restated Certificate of Incorporation of Novus Therapeutics, Inc., a Delaware corporation, dated September 22, 2014	8-K	001-36620	3.1	September 26, 2014	
3.2	Certificate of Amendment to Certificate of Incorporation of Novus Therapeutics, Inc. (effecting, among other things a reverse stock-split), filed with the Secretary of the State of Delaware on May 9, 2017	8-K	001-36620	3.1	May 15, 2017	
3.3	Certificate of Amendment to Certificate of Incorporation of Novus Therapeutics, Inc. (effecting, among other things a change in the corporation's name to "Novus Therapeutics, Inc."), filed with the Secretary of the State of Delaware on May 9, 2017	8-K	001-36620	3.2	May 15, 2017	
3.4	Certificate of Amendment to the Restated Certificate of Incorporation of Novus Therapeutics, Inc. (effecting, among other things a reverse stock-split) effective as of October 5, 2020	8-K	001-36620	3.1	October 6, 2020	
3.5	Certificate of Amendment to the Restated Certificate of Incorporation of Novus Therapeutics, Inc. (effecting, among other things a change in the corporation's name to "Eledon Pharmaceuticals, Inc.") effective as of January 5, 2021	8-K	001-36620	3.1	January 5, 2021	
4	Eledon Pharmaceuticals, Inc. 2020 Long Term Incentive Plan	8-K		10.1	June 22, 2023	
4.5	Form of Common Stock Certificate	8-A/A	001-36620	4.1	June 23, 2017	
5.1	Opinion of Bryan Smith, General Counsel, Corporate Secretary, and Chief Compliance Officer of the Registrant (opinion re legality)					X
23.1	Consent of KMJ Corbin & Company LLP (consent of independent auditors)					X
23.3	Consent of Counsel (included in Exhibit 5.1)					
24.1	Power of Attorney					X
107	Calculation of Filing Fee Table					X

Item 9. Undertakings.

Not applicable.

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 Irvine, State of California, on August 10, 2023.

Eledon Pharmaceuticals, Inc.

Date: August 10, 2023

By: /s/ David-Alexandre C. Gros, M.D.

David-Alexandre C. Gros, M.D.
Chief Executive Officer
and Director (Principal
Executive Officer)



August 10, 2023

Re: ***Registration of Securities of Eledon Pharmaceuticals, Inc.***

Ladies and Gentlemen:

In connection with the registration of up to 9,600,000 shares of Common Stock of Eledon Pharmaceuticals, Inc., a Delaware corporation (the "Company"), par value \$0.001 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Eledon Pharmaceuticals, Inc. 2020 Long Term Incentive Plan (the "Plan"), you have requested my opinion set forth below.

In my capacity as counsel, I have examined originals or copies of those corporate and other records of the Company I considered appropriate.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ Bryan Smith
Bryan Smith

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Eledon Pharmaceuticals, Inc. of our report dated March 30, 2023 (which includes an explanatory paragraph regarding Eledon Pharmaceuticals, Inc.'s ability to continue as a going concern), relating to the consolidated financial statements of Eledon Pharmaceuticals, Inc. appearing in the Annual Report on Form 10-K of Eledon Pharmaceuticals, Inc. for the year ended December 31, 2022.

/s/ KMJ Corbin & Company LLP

Irvine, California
August 10, 2023

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Alexandre C. Gros, M.D. and Paul Little, and each of them, his or her true and lawful attorneys-in-fact and agents, 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 any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so 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.

Name	Title	Date
<u>/s/ David-Alexandre C. Gros, M.D.</u> David-Alexandre C. Gros, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 10, 2023
<u>/s/ Paul Little</u> Paul Little	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 10, 2023
<u>/s/ Keith A. Katkin</u> Keith A. Katkin	Chairman of the Board of Directors	August 10, 2023
<u>/s/ Jan Hillson, M.D.</u> Jan Hillson, M.D.	Director	August 10, 2023
<u>/s/ John S. McBride</u> John S. McBride	Director	August 10, 2023
<u>/s/ Walter Ogier</u> Walter Ogier	Director	August 10, 2023
<u>/s/ June Lee, M.D.</u> June Lee, M.D.	Director	August 10, 2023
<u>/s/ Steven Perrin</u> Steven Perrin	President, Director	August 10, 2023

CALCULATION OF FILING FEE TABLE

Form S-8

(Form Type)

ELEDON PHARMACEUTICALS, 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 Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value of \$0.001 per share, issuable pursuant to the Registrant's 2020 Long Term Incentive Plan	Rule 457(c) and Rule 457(h)	9,600,000	\$1.275	\$12,240,000	0.0001102	\$1,348.85
Total Offering Amounts					\$12,240,000		\$1,348.85
Total Fee Offsets							\$0
Net Fee Due							\$1,348.85

(1) This Registration Statement covers, in addition to the number of shares of Eledon Pharmaceuticals, Inc., a Delaware corporation (the "Company" or the "Registrant"), common stock, par value \$0.001 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Eledon Pharmaceuticals, Inc. 2020 Long Term Incentive Plan (the "Plan") as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Stock Market on August 7, 2023, in accordance with Rule 457(c) of the Securities Act.

