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

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

Longboard Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

84-5009619
(I.R.S. Employer Identification No.)

4275 Executive Square, Suite 950
La Jolla, California
(Address of Principal Executive Offices)

92037
(Zip Code)

2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan
(Full titles of the plans)

Kevin R. Lind
President and Chief Executive Officer
Longboard Pharmaceuticals, Inc.
4275 Executive Square, Suite 950
La Jolla, California 92037
(858) 789-9283

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

Copies to:

Steven M. Przesmicki, Esq.
Asa M. Henin, Esq.
Cooley LLP
10265 Science Center Drive
San Diego, California 92121
(858) 550-6000

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register additional securities of the same class as other securities for which a Registration Statement on Form S-8 of Longboard Pharmaceuticals, Inc. (the “*Registrant*”) relating to the same employee benefit plans is effective. The Registrant previously registered shares of voting common stock, par value \$0.0001 per share (“*Common Stock*”), for issuance under the Registrant’s 2021 Equity Incentive Plan (the “*Plan*”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “*ESPP*”) pursuant to Registration Statements filed with the Securities and Exchange Commission (the “*Commission*”) on [March 12, 2021](#) (File No. 333-254244), [March 3, 2022](#) (File No. 333-263272) and [March 2, 2023](#) (File No. 333-270236) (collectively, the “*Prior Registration Statements*”). In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference. The Registrant is registering (i) an aggregate of 1,471,034 additional shares of Common Stock pursuant to the provisions of the Plan and the ESPP providing for automatic increases in the number of shares of Common Stock reserved and available for issuance under the Plan and ESPP on January 1, 2024 and (ii) 1,000,000 additional shares of Common Stock reserved and available for issuance under the Plan to individuals who satisfy the standards for inducement grants under Nasdaq Marketplace Rule 5635(c)(4) and the related guidance under Nasdaq IM 5635-1, including individuals who were not previously an employee or director of the Company or are following a bona fide period of non-employment, in each case as an inducement material to such individual’s agreement to enter into employment with the Company.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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 year ended December 31, 2023, filed with the Commission on March 12, 2024; and
- b) 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*”), in [Exhibit 4.3](#) to our Annual Report on Form 10-K for the year ended December 31, 2021, including any amendments or reports filed with the SEC for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into 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 for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that 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 constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-40192), filed with the Commission on May 10, 2021).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K (File No. 001-40192), filed with the SEC on September 22, 2023).</u>
4.3	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-253329), filed with the Commission on March 8, 2021).</u>
5.1*	<u>Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>Longboard Pharmaceuticals, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K, filed with the Commission on March 12, 2024).</u>
99.2	<u>Forms of grant notice, stock option agreement and notice of exercise under the Longboard Pharmaceuticals, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-253329), filed with the Commission on March 8, 2021).</u>
99.3	<u>Form of grant notice and restricted stock unit agreement under the Longboard Pharmaceuticals, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K, filed with the Commission on March 12, 2024).</u>
99.4	<u>Longboard Pharmaceuticals, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-253329), filed with the Commission on March 8, 2021).</u>
107*	<u>Filing Fee Table.</u>
*	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 La Jolla, State of California, on March 12, 2024.

LONGBOARD PHARMACEUTICALS, INC.

By: /s/ Kevin R. Lind
Kevin R. Lind
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin R. Lind and Brandi L. Roberts, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin R. Lind</u> Kevin R. Lind	President, Chief Executive Officer and Director (Principal Executive Officer)	March 12, 2024
<u>/s/ Brandi L. Roberts</u> Brandi L. Roberts	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 12, 2024
<u>/s/ Vincent E. Aurentz</u> Vincent E. Aurentz	Director	March 12, 2024
<u>/s/ Corinne Le Goff</u> Corinne Le Goff, Pharm.D.	Director	March 12, 2024
<u>/s/ Casey C. Lynch</u> Casey C. Lynch	Director	March 12, 2024
<u>/s/ Phillip M. Schneider</u> Phillip M. Schneider	Director	March 12, 2024
<u>/s/ Paul J. Sekhri</u> Paul J. Sekhri	Director	March 12, 2024
<u>/s/ Jane Tiller</u> Jane Tiller, MBChB, FRCPsych	Director	March 12, 2024



Steven M. Przesmicki
+1 858 550 6070
przes@cooley.com

March 12, 2024
Longboard Pharmaceuticals, Inc.
4275 Executive Square, Suite 950
La Jolla, California 92037

Ladies and Gentlemen:

We have acted as counsel to Longboard Pharmaceuticals, 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 2,471,034 shares (the "**Shares**") of the Company's Voting Common Stock, par value \$0.0001 per share ("**Voting Common Stock**"), consisting of (a) 1,225,862 shares of Voting Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**Incentive Plan**"), (b) 1,000,000 shares of Voting Common Stock issuable pursuant to the Incentive Plan as inducement grants and (c) 245,172 shares of Voting Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, 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 Plans, 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).



Longboard Pharmaceuticals, Inc.
March 12, 2024
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This opinion is limited to the matters expressly set forth in this letter, and no opinion 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.

Sincerely,

Cooley LLP

By: /s/ Steven M. Przesmicki
Steven M. Przesmicki

COOLEY LLP 10265 SCIENCE CENTER DRIVE, SAN DIEGO, CA 92121
T: (858) 550-6000 F: (858) 550-6420 COOLEY.COM

KPMG LLP
Suite 1100
4655 Executive Drive
San Diego, CA 92121-3132

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 12, 2024, with respect to the financial statements of Longboard Pharmaceuticals, Inc., incorporated herein by reference.

/s/ KPMG LLP

San Diego, California
March 12, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)Longboard 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2021 Equity Incentive Plan Voting Common Stock, \$0.0001 par value per share	Other ⁽⁵⁾	1,225,862 ⁽²⁾	\$19.87	\$24,357,877.94	0.0001476	\$3,595.22
Equity	2021 Equity Incentive Plan Voting Common Stock, \$0.0001 par value per share	Other ⁽⁵⁾	1,000,000 ⁽³⁾	\$19.87	\$19,870,000.00	0.0001476	\$2,932.81
Equity	2021 Employee Stock Purchase Plan Voting Common Stock, \$0.0001 par value per share	Other ⁽⁶⁾	245,172 ⁽⁴⁾	\$16.89	\$4,140,955.08	0.0001476	\$611.21
Total Offering Amounts					\$48,368,833.02		—
Total Fee Offsets							—
Net Fee Due							\$7,139.24

- (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 voting common stock (“*Voting Common Stock*”), of Longboard Pharmaceuticals, Inc. (the “*Registrant*”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of Voting Common Stock that were automatically added to the shares available for issuance under the 2021 Plan on January 1, 2024 pursuant to the automatic increase feature of such plan, which provides that the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1st of each year, for a period of ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to 5% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year (determined on an as-converted to Voting Common Stock basis); provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Voting Common Stock.
- (3) Represents the shares of the Voting Common Stock that were added to the shares available for issuance under the 2021 Plan, pursuant to the amendment of such plan approved by the Compensation Committee of the Registrant’s Board of Directors in October 2023, which shares are reserved for issuance under the 2021 Plan as inducement grants under Nasdaq Marketplace Rule 5635(c)(4) and the related guidance under Nasdaq IM 5635-1.
- (4) Represents shares of Voting Common Stock that were automatically added to the shares available for issuance under the 2021 ESPP on January 1, 2024 pursuant to the automatic increase feature of such plan, which provides that the number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1st of each year, for a period of ten years, commencing on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to the lesser of (i) 1% of the total number of shares of common stock outstanding on December 31st of the preceding calendar year (determined on an as-converted to Voting Common Stock basis), (ii) such number of shares of Voting Common Stock that would cause the aggregate number of shares of common stock then reserved for issuance under the 2021 ESPP to equal 1,060,017 shares and (iii) a number of shares of Voting Common Stock designated by action of the Registrant’s board of directors prior to the applicable January 1st.
- (5) Estimated in accordance with Rules 457(c) and 457(h) promulgated under the Securities Act solely for purposes of calculating the registration fee on the basis of \$19.87, the average of the high and low prices of the Registrant’s Voting Common Stock as reported on the Nasdaq Global Market on March 11, 2024.
- (6) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Voting Common Stock as reported on Nasdaq Global Market on March 11, 2024, multiplied by 85%.

