

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

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

LIANBIO
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of incorporation or organization)

98-1594670
(I.R.S. Employer
Identification No.)

**103 Carnegie Center Drive, Suite 309
Princeton, NJ**
(Address of principal executive offices)

08540
(Zip Code)

LianBio 2021 Equity Incentive Plan
(Full title of the plan)

Yizhe Wang, Ph.D.
Chief Executive Officer
LianBio

**103 Carnegie Center Drive, Suite 309
Princeton, New Jersey 08540
(609) 486-2308**

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

with copies to:

Thomas J. Danielski
Ropes & Gray LLP
800 Boylston Street
Boston, Massachusetts 02199
(617) 951-7000

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 is being filed to register an additional 4,281,757 ordinary shares of the registrant for issuance under the LianBio 2021 Equity Incentive Plan. Pursuant to General Instruction E to Form S-8, the registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-260732) filed with the Securities and Exchange Commission on November 3, 2021 and Form S-8 (File No. 333-264021) filed with the Securities and Exchange Commission on March 31, 2022.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Description
3.1	<u>Fifth Amended and Restated Memorandum and Articles of Association of LianBio (previously filed as Exhibit 3.1 to the current report on Form 8-K filed on November 3, 2021 (File No. 001-40947) and incorporated herein by reference).</u>
4.1	<u>Form of Deposit Agreement (previously filed as Exhibit 4.1 to the registration statement on Form S-1 filed on October 28, 2021 (File No. 333-259978) and incorporated herein by reference).</u>
4.2	<u>Form of American Depositary Receipt (previously filed as Exhibit 4.2 to the registration statement on Form S-1 filed on October 28, 2021 (File No. 333-259978) and incorporated herein by reference).</u>
4.3	<u>Specimen certificate evidencing ordinary shares (previously filed as Exhibit 4.4 to the registration statement on Form S-1 filed on October 28, 2021 (File No. 333-259978) and incorporated herein by reference).</u>
4.4	<u>LianBio 2021 Equity Incentive Plan (previously filed as Exhibit 10.35 to the registration statement on Form S-1 filed on October 28, 2021 (File No. 333-259978) and incorporated herein by reference).</u>
5.1*	<u>Opinion of Travers Thorp Alberga.</u>
23.1*	<u>Consent of KPMG LLP</u>
23.2*	<u>Consent of Travers Thorp Alberga (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement under the caption "Power of Attorney").</u>
99.1	<u>Form of Non-Statutory Share Option Agreement (Non-Employee Directors) (previously filed as Exhibit 10.36 to the registration statement on Form S-1 filed on October 28, 2021 (File No. 333-259978) and incorporated herein by reference).</u>
99.2#	<u>Form of Non-Performance Based Restricted Share Unit Agreement (previously filed as Exhibit 10.41 to the Company's Annual Report on Form 10-K filed on March 31, 2022 (File No. 001-40947) and incorporated herein by reference).</u>
99.3#	<u>Form of Performance Based Restricted Share Unit Agreement (previously filed as Exhibit 10.42 to the Company's Annual Report on Form 10-K filed on March 31, 2022 (File No. 001-40947) and incorporated herein by reference).</u>

99.4#	<u>Form of Non-Performance Based Share Option Agreement (Employees) (previously filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K filed on March 31, 2022 (File No. 001-40947) and incorporated herein by reference).</u>
99.5#	<u>Form of Performance Based Share Option Agreement (previously filed as Exhibit 10.44 to the Company's Annual Report on Form 10-K filed on March 31, 2022 (File No. 001-40947) and incorporated herein by reference).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

Indicates a management contract or any compensatory plan, contract or arrangement.

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 Princeton, New Jersey, on March 28, 2023.

LIANBIO

By: /s/ Yizhe Wang

Yizhe Wang
Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Yizhe Wang and Yi Larson, and each of them, his or her true and lawful attorney-in-fact and agent 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 on Form S-8 to be filed by LianBio, 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 full power and authority 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 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 dates indicated.

Signature	Title	Date
<u>/s/ Yizhe Wang</u> Yizhe Wang, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	March 28, 2023
<u>/s/ Yi Larson</u> Yi Larson	Chief Financial Officer (Principal Financial and Accounting Officer)	March 28, 2023
<u>/s/ Konstantin Poukalov</u> Konstantin Poukalov	Director	March 28, 2023
<u>/s/ Adam Stone</u> Adam Stone	Director	March 28, 2023
<u>/s/ Neil Kumar</u> Neil Kumar, Ph. D.	Director	March 28, 2023
<u>/s/ Tassos Gianakakos</u> Tassos Gianakakos	Director	March 28, 2023
<u>/s/ Susan Silbermann</u> Susan Silbermann	Director	March 28, 2023
<u>/s/ Wei Wei Chen</u> Wei Wei Chen	Director	March 28, 2023

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in its capacity as the duly authorized representative of LianBio, in Princeton, New Jersey, on March 28, 2023.

By /s/ Yizhe Wang

Name: Yizhe Wang, Ph.D.

Title: Authorized Representative of LianBio

Calculation of Filing Fee Tables

Form S-8

(Form Type)

LianBio

(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 ⁽⁴⁾	Maximum Aggregate Offering Price ⁽⁴⁾	Fee Rate	Amount of Registration Fee ⁽⁴⁾
Equity	Ordinary shares, par value \$0.000017100448 per share ⁽²⁾	457(c) and 457(h)	4,281,757 ⁽³⁾	\$1.72	\$7,364,622.04	0.0001102	\$811.58
Total Offering Amounts					\$7,364,622.04		\$811.58
Total Fee Offsets							\$-
Net Fee Due							\$811.58

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional ordinary shares as may issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) These shares may be represented by the Registrant’s American depositary shares (“ADSs”), each of which represents one ordinary share. The Registrant’s ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-260162).
- (3) Represents 4,281,757 ordinary shares that were automatically added to the shares authorized for issuance upon exercise of options or in respect of other awards under the LianBio 2021 Equity Incentive Plan (the “2021 Plan”) pursuant to an “evergreen” provision contained in the 2021 Plan. The “evergreen” provision provides that on each January 1st from January 1, 2022 through January 1, 2031, the number of ordinary shares available for issuance under the 2021 Plan will automatically increase annually in an amount equal to the lesser of 4% of outstanding shares of the Registrant’s ordinary shares as of the close of business on the immediately preceding December 31st, or the number of shares determined by the Registrant’s board of directors.
- (4) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the registration fee was computed on the basis of the average of the high and low prices of the Registrant’s ADSs as reported on the Nasdaq Global Market on March 23, 2023 to be \$1.76 and \$1.67, respectively.

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LianBio
Harbour Place, 2nd Floor
103 South Church Street
P.O. Box 472, George Town
Grand Cayman KY1-1106
Cayman Islands

28 March 2023

Dear Sirs

LianBio

We have examined the Registration Statement on Form S-8 to be filed by LianBio, a Cayman Islands exempted company incorporated with limited liability (the "**Registrant**"), with the Securities and Exchange Commission (the "**Registration Statement**"), relating to the registration under the Securities Act of 1933, as amended, of an amount of ordinary shares of the Registrant (the "**Shares**") for issuance pursuant to the LianBio 2021 Equity Incentive Plan (the "**Plan**").

As Cayman Islands counsel to the Registrant, we have examined the corporate authorisations of the Registrant in connection with the Plan and the issue of the Shares by the Registrant and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorizing the issue.

It is our opinion that the Shares to be issued by the Registrant have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the relevant resolutions adopted by the Board of Directors and/or the shareholders of the Registrant (or any committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Registrant, will be legally issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ Travers Thorp Alberga

TRAVERS THORP ALBERGA

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Cayman Islands & British Virgin Islands Attorneys-at-Law
Resident Hong Kong Partners: Richard Thorp
Anthony Travers OBE, Jos Briggs, Guy Connell

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 28, 2023, with respect to the consolidated financial statements of LianBio and subsidiaries, incorporated herein by reference.

/s/ KPMG LLP

New York, New York

March 28, 2023