

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

Twist Bioscience Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

46-2058888
(I.R.S. Employer
Identification No.)

Twist Bioscience Corporation
681 Gateway Boulevard
South San Francisco, CA 94080
(Address of Principal Executive Offices) (Zip Code)

2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan
(Full title of the plans)

Emily M. Leproust, Ph.D.
Chief Executive Officer
Twist Bioscience Corporation
681 Gateway Boulevard
South San Francisco, CA 94080
(800) 719-0671

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

Please send copies of all communications to:

John Bautista, Esq.
Niki Fang, Esq.
Jason Flaherty, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5700

William E. Solis, Esq.
Senior Director, Corporate Counsel
Twist Bioscience Corporation
681 Gateway Boulevard
South San Francisco, CA 94080
(800) 719-0671

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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input 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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Twist Bioscience Corporation (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 1,999,800 additional shares of common stock under the 2018 Equity Incentive Plan and 498,940 additional shares of common stock under the 2018 Employee Stock Purchase Plan pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Commission on [November 1, 2018 \(Registration No. 333-228123\)](#), [November 26, 2018 \(Registration No. 333-228547\)](#), [February 11, 2020 \(Registration No. 333-236373\)](#) and [August 9, 2021 \(Registration No. 333-258639\)](#).

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.					X
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).					X
23.2	Consent of Ernst & Young LLP.					X
23.3	Consent of PricewaterhouseCoopers LLP.					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2018 Equity Incentive Plan, and forms of agreement thereunder.	S-1/A	333-227672	10.2	10/17/2018	
99.2	2018 Employee Stock Purchase Plan, and form of subscription agreement.	S-1/A	333-227672	10.3	10/17/2018	
107	Filing Fee Table					X

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 South San Francisco, State of California, on November 28, 2022.

TWIST BIOSCIENCE CORPORATION

/s/ Emily M. Leproust
Emily M. Leproust
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Emily M. Leproust, James M. Thorburn and Dennis Cho, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all 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 in connection therewith, as fully for 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 his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated:

Name	Title	Date
<u>/s/ Emily M. Leproust</u> Emily M. Leproust	Chief Executive Officer and Chair of the Board of Directors (principal executive officer)	November 28, 2022
<u>/s/ James M. Thorburn</u> James M. Thorburn	Chief Financial Officer (principal financial officer)	November 28, 2022
<u>/s/ Kevin B. Yankton</u> Kevin B. Yankton	Chief Accounting Officer (principal accounting officer)	November 28, 2022
<u>/s/ William Banyai</u> William Banyai	Director	November 28, 2022
<u>/s/ Nicolas Barthelemy</u> Nicolas Barthelemy	Director	November 28, 2022
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Director	November 28, 2022
<u>/s/ Robert Chess</u> Robert Chess	Director	November 28, 2022
<u>/s/ Keith Crandell</u> Keith Crandell	Director	November 28, 2022
<u>/s/ Jan Johannessen</u> Jan Johannessen	Director	November 28, 2022
<u>/s/ Xiaoying Mai</u> Xiaoying Mai	Director	November 28, 2022
<u>/s/ Robert Ragusa</u> Robert Ragusa	Director	November 28, 2022
<u>/s/ Melissa A. Starovasnik</u> Melissa A. Starovasnik	Director	November 28, 2022

**Orrick, Herrington & Sutcliffe LLP**

THE ORRICK BUILDING
405 HOWARD STREET
SAN FRANCISCO, CA 94105-2669

+1-415-773-5700

orrick.com

November 28, 2022

Twist Bioscience Corporation
681 Gateway Boulevard
South San Francisco, CA 94080

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Twist Bioscience Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 1,999,800 shares of the Company's common stock, par value \$0.00001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2018 Equity Incentive Plan, and 498,940 shares of Common Stock reserved for issuance pursuant to the Company's 2018 Employee Stock Purchase Plan (which plans are referred to herein as the "Plans" and which shares of Common Stock are referred to herein as the "Shares"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Amended and Restated Certificate of Incorporation, (ii) the Company's Amended and Restated Bylaws, (iii) the Plans, and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of each Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the applicable Plan,

will be validly issued, fully paid and non-assessable.



orrick

November 28, 2022

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The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan of Twist Bioscience Corporation of our report dated November 28, 2022 with respect to the consolidated financial statements of Twist Bioscience Corporation included in its Annual Report (Form 10-K) for the year ended September 30, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California

November 28, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Twist Bioscience Corporation of our report dated November 22, 2021 relating to the financial statements, which appears in Twist Bioscience Corporation's Annual Report on Form 10-K for the year ended September 30, 2022.

/s/ PricewaterhouseCoopers LLP
San Jose, California
November 28, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Twist Bioscience Corporation
(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	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.00001 par value per share	457(c) and 457(h)	1,999,800(2)	\$ 25.21(3)	\$ 50,414,958.00	\$110.20 per million	\$ 5,555.73
Equity	Common Stock, \$0.00001 par value per share	457(c) and 457(h)	498,940(4)	\$ 21.43(5)	\$ 10,692,284.20	\$110.20 per million	\$ 1,178.29
Total Offering Amounts					\$ 61,107,242.20		\$ 6,734.02
Total Fee Offsets							—
Net Fee Due							\$ 6,734.02

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the common stock, \$0.00001 par value per share (the “Common Stock”), of Twist Bioscience Corporation (the “Registrant”) that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 1,999,800 additional shares of Common Stock reserved for issuance under the 2018 Equity Incentive Plan resulting from an automatic annual increase in the number of shares reserved for issuance under such plan.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$25.21 was computed by averaging the high and low prices of a share of the Registrant’s Common Stock as reported on the Nasdaq Stock Market on November 22, 2022.
- (4) Represents 498,940 additional shares of Common Stock under the 2018 Employee Stock Purchase Plan (the “2018 ESPP”) resulting from an automatic annual increase in the number of shares reserved for issuance under such plan.
- (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is equal to 85% of \$25.21, which was computed by averaging the high and low prices of a share of the Registrant’s Common Stock as reported on the Nasdaq Stock Market on November 22, 2022. Under the 2018 ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant’s common stock on the offering date or the purchase date, whichever is less.