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

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

4D Molecular Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3506994
(I.R.S. Employer
Identification No.)

5858 Horton Street #455
Emeryville, California 94608
(510) 505-2680
(Address of Principal Executive Offices)

94608
(Zip Code)

2020 Employee Stock Purchase Plan
(Full title of the plan)

David Kirn, M.D.
Chief Executive Officer
4D Molecular Therapeutics, Inc.
5858 Horton Street #455
Emeryville, California 94608
(Name and address of agent for service)

(510) 505-2680
(Telephone number, including area code, of agent for service)

Copies to:

Mark V. Roeder, Esq.
John C. Williams, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
(650) 328-4600

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 4D Molecular Therapeutics, Inc. (the “Registrant”) for the purpose of registering an additional 307,939 shares of the Registrant’s common stock, par value \$0.0001, approved by the Board of Directors of the Registrant and issuable to eligible employees of the Registrant under the 2020 Employee Stock Purchase Plan (the “ESPP”).

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on December 15, 2020 (File No. [333-251370](#)), March 25, 2021 (File No. [333-254701](#)), March 28, 2022 (File No. [333-263908](#)), March 15, 2023, as amended on May 4, 2023 (File No. [333-270566](#)), February 29, 2024 (File No. [333-277547](#)) and February 28, 2025 (File No. [333-285456](#)) are incorporated by reference herein.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Date Filed	
4.1	Amended and Restated Certificate of Incorporation of 4D Molecular Therapeutics, Inc.	8-K	3.1	12/15/2020	
4.2	Amended and Restated Bylaws of 4D Molecular Therapeutics, Inc.	8-K	3.1	11/22/2023	
4.3	Form of Common Stock Certificate.	S-1/A	4.2	12/07/2020	
4.4	Form of Pre-Funded Warrant issued in conjunction with February 2024 offering.	8-K	4.1	2/9/2024	
4.5	Form of Pre-Funded Warrant issued in conjunction with November 2024 exchange.	10-Q	4.4	11/13/2024	
4.6	Form of Pre-Funded Warrant issued in conjunction with December 2024 exchange.	8-K	4.1	12/11/2024	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
23.2	Consent of Independent Registered Public Accounting Firm.				X
24.1	Power of Attorney (included in the signature page to this registration statement).				X
99.1#	4D Molecular Therapeutics, Inc. 2020 Employee Stock Purchase Plan.	S-8	99.3	12/15/2020	
107.1	Calculation of Filing Fee Table.				X

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Emeryville, State of California, on May 8, 2025.

4D Molecular Therapeutics, Inc.

By: /s/ Uneek Mehra
Uneek Mehra
Chief Financial and Business Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints David Kirn, M.D., Uneek Mehra and Scott Bizily, Ph.D., and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with 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 or any abbreviated registration statement and any amendments thereto filed, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, with full power of each to act alone, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or 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 in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Kirn</u> David Kirn, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 8, 2025
<u>/s/ Uneek Mehra</u> Uneek Mehra	Chief Financial and Business Officer <i>(Principal Financial and Accounting Officer)</i>	May 8, 2025
<u>/s/ John F. Milligan</u> John F. Milligan, Ph.D.	Executive Chairman	May 8, 2025
<u>/s/ Jacob Chacko</u> Jacob Chacko, M.D., MBA	Director	May 8, 2025
<u>/s/ Susannah Gray</u> Susannah Gray, MBA	Director	May 8, 2025
<u>/s/ Nancy Miller-Rich</u> Nancy Miller-Rich	Director	May 8, 2025
<u>/s/ Charles P. Theuer</u> Charles P. Theuer, M.D., Ph.D.	Director	May 8, 2025
<u>/s/ Shawn Cline Tomasello</u> Shawn Cline Tomasello, MBA	Director	May 8, 2025

LATHAM & WATKINS LLP

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 Menlo Park, California 94025
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 www.lw.com

May 8, 2025

4D Molecular Therapeutics, Inc.
 5858 Horton Street, #455
 Emeryville, California 94608

FIRM / AFFILIATE OFFICES

Austin	Milan
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Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

Re: Registration Statement on Form S-8; 307,939 shares of Common Stock, par value \$0.0001 per share

To the addressee set forth above:

We have acted as special counsel to 4D Molecular Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 307,939 shares of Common Stock of the Company, par value \$0.0001 per share (the “*Shares*”), issuable under the Company’s 2020 Employee Stock Purchase Plan (the “*ESPP*”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on May 8, 2025 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the ESPP, assuming in each case that the individual issuances, grants or awards under the ESPP are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the ESPP (and the agreements and

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awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of 4D Molecular Therapeutics, Inc. of our report dated February 28, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in 4D Molecular Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP
San Diego, California
May 8, 2025

Calculation of Filing Fee Tables

S-8

4D Molecular Therapeutics, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common stock, \$0.0001 par value per share	Other	307,939	\$ 2.68	\$ 825,276.52	0.0001531	\$ 126.35
Total Offering Amounts:					\$ 825,276.52		\$ 126.35
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 126.35

Offering Note

¹ (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 4D Molecular Therapeutics, Inc.'s (the "Registrant") common stock that become issuable under the 2020 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock. (2) Represents the additional shares of common stock available for future issuance under the Registrant's ESPP resulting from an increase approved by the Registrant's Board of Directors on May 5, 2025, 2025. (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act on the basis of the average of the high and the low prices of common stock as reported on the Nasdaq Global Select Market on May 7, 2025, multiplied by 85%. Pursuant to the ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of a share of common stock on the applicable Grant Date or applicable Exercise Date. (4) The Registrant does not have any fee offsets.