

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

COMPASS PATHWAYS PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification Number)

**33 Broadwick Street
London W1F 0DQ
United Kingdom
+1 (646) 905-3974**
(Address of Principal Executive Offices)

COMPASS Pathways plc 2020 Share Option and Incentive Plan
(Full Title of the Plan)

**Matthew Owens
COMPASS Pathways plc
180 Varick Street
New York, New York 10014
Tel: +1 (646) 905-3974**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Mitchell S. Bloom
Benjamin K. Marsh
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000**

**Sophie C. McGrath
Goodwin Procter (UK) LLP
100 Cheapside
London EC2V 6DY
United Kingdom
+44 (0) 20 7447 420**

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 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 has been filed by COMPASS Pathways plc to register 1,705,271 additional ordinary shares, nominal value £0.008 per share ("Shares") available for issuance under the COMPASS Pathways plc 2020 Share Option and Incentive Plan. This Registration Statement relates to securities of the same class as those that were previously registered by the registrant on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 9, 2020 (File No. [333-249043](#)) (the "2020 Registration Statement") and on July 1, 2022 (File No. [333-265954](#)) (the "2022 Registration Statement" and together with the 2020 Registration Statement, the "Prior Registration Statements").

Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the Prior Registration Statements are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Refer to the Exhibit Index for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Form of Articles of Association of COMPASS Pathways plc (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form F-1/A (File No. 333-248484)).</u>
4.2	<u>Form of Deposit Agreement (incorporated by reference to Exhibit (a) to the Registrant's Registration Statement on Form F-6 (File No. 333-248514)).</u>
4.3	<u>Form of American Depositary Receipt (included in Exhibit 4.1) (incorporated by reference to Exhibit (a) to the Registrant's Registration Statement on Form F-6 (File No. 333-248514)).</u>
5.1*	<u>Opinion of Goodwin Procter (UK) LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Goodwin Procter (UK) LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2020 Share Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 99.2 of the Registrant's Registration Statement on Form S-8 (File No. 333-249403)).</u>
107*	<u>Fee Filing Table</u>

* Filed herewith.

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 the City of London, United Kingdom, on the 20th day of January, 2023.

COMPASS PATHWAYS PLC

By: /s/ Michael Falvey

Michael Falvey
Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Kabir Nath and Michael Falvey as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's 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, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kabir Nath</u> Kabir Nath	Chief Executive Officer and Director (Principal Executive Officer)	January 20, 2023
<u>/s/ Michael Falvey</u> Michael Falvey	Chief Financial Officer (Principal Financial and Accounting Officer), Authorized Representative in the United States	January 20, 2023
<u>/s/ George Goldsmith</u> George Goldsmith	Chair of the Board of Directors	January 20, 2023
<u>/s/ Ekaterina Malievskaja</u> Ekaterina Malievskaja, M.D.	Chief Innovation Officer and Director	January 20, 2023
<u>/s/ David York Norton</u> David York Norton	Lead Director	January 20, 2023
<u>/s/ Annalisa Jenkins</u> Annalisa Jenkins, MBBS	Director	January 20, 2023
<u>/s/ Thomas Lönngren</u> Thomas Lönngren	Director	January 20, 2023
<u>/s/ Robert McQuade</u> Robert McQuade	Director	January 20, 2023
<u>/s/ Linda McGoldrick</u> Linda McGoldrick	Director	January 20, 2023
<u>/s/ Wayne Riley</u> Wayne Riley, M.D., MPH, MBA	Director	January 20, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

COMPASS Pathways plc
(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	Ordinary Shares, nominal value £0.008 per share	457(c) and 457(h)	1,705,271(2)	\$10.03(3)	\$17,095,341.78	\$0.00011020	\$1,883.91
Total Offering Amounts					\$17,095,341.78		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$1,883.91

- (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 ordinary shares, nominal value £0.008 per share (“Ordinary Shares”), which become issuable under the COMPASS Pathways plc 2020 Share Option and Incentive Plan (the “2020 Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding Ordinary Shares.
- (2) Represents Ordinary Shares that were automatically added to the shares authorized for issuance under the 2020 Plan on January 1, 2023, pursuant to an “evergreen” provision contained in the 2020 Plan. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2020 Plan on January 1 of each year.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act on the basis of the average of the high and low prices of the registrant’s American Depositary Shares (“ADSs”), each representing one Ordinary Share, as reported on the Nasdaq Stock Global Select Market on January 18, 2023.



Goodwin Procter (UK) LLP
 100 Cheapside
 London EC2V 6DY
 goodwinlaw.com
 +44 (0) 20 7447 4200

20 January 2023

COMPASS Pathways plc
 3rd Floor 1 Ashley Road
 Altrincham
 Cheshire
 United Kingdom
 WA14 2DT
 Ladies and Gentlemen:

COMPASS Pathways plc – Registration Statement on Form S-8 - Exhibit 5.1

1. INTRODUCTION

1.1 Purpose

We have acted as English legal advisers to COMPASS Pathways plc, a public limited company incorporated in England and Wales with registered number 12696098 (the “**Company**”), in connection with the preparation and filing of the registration statement on Form S-8 to which this letter is attached as an exhibit (such registration statement, including the documents incorporated by reference therein, the “**Registration Statement**”) filed with the U.S. Securities and Exchange Commission pursuant to the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

As set out in the Registration Statement, it is proposed that an aggregate of up to 1,705,271 ordinary shares of £0.008 each in the capital of the Company (the “**Shares**”) may be allotted and issued upon the exercise or settlement of equity awards granted under the COMPASS Pathways plc 2020 Share Option and Incentive Plan as adopted by the board of directors of the Company (the “**Board**” or the “**Directors**”) on 11 September 2020 and approved by the Company’s shareholders on 11 September 2020 (the “**Plan**”).

In connection with the preparation and filing of the Registration Statement, we have been asked to provide opinions on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

1.2 Defined terms and headings

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears; and
- (b) headings are for ease of reference only and shall not affect interpretation.

1.3 Legal review

For the purpose of issuing this letter, we have examined such questions of law as we have considered appropriate to give the opinions set forth in this letter. We have reviewed such documents and conducted such enquiries and searches as we have considered appropriate to give the opinions set forth in this letter, including the following documents and the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection on the Company’s file conducted on 20 January 2023 at 11:01 a.m. (London time);

- (b) an enquiry of the Central Index of Winding Up Petitions, London on 20 January 2023 at 10:57 a.m. (London time) ((a) and (b) together, the "**Searches**");
- (c) an executed copy of the print of the resolutions passed by the shareholders of the Company at a general meeting held on 11 September 2020 approving, *inter alia*: (i) the allotment of shares by the Company's directors, or the granting of rights to subscribe for, or to convert any security into, shares on a non-preemptive basis up to an aggregate nominal amount of £536,000; and (ii) the adoption of the Plan by the Company (the "**Shareholder Resolutions**");
- (d) a finalised but unsigned draft copy of the minutes of a meeting of the Compensation and Leadership Development Committee of the Board (the "**CLD Committee**") held on 5 December 2022 pursuant to which it was resolved, *inter alia* that the number of shares available for issue and allotment pursuant to the Plan would be increased by 1,705,271 Shares in accordance with the evergreen provision of the Plan (the "**Committee Resolutions**" and, together with the Shareholder Resolutions, the "**Corporate Approvals**");
- (e) a copy of the current articles of association of the Company adopted on 22 September 2020 pursuant to a special resolution of the members of the Company passed on 11 September 2020 (the "**Current Articles**"), a copy of the certificate of incorporation on change of name and re-registration of a private company as a public company dated 21 August 2020 and a copy of the certificate of incorporation of a private limited company dated 24 June 2020;
- (f) a copy of the Plan; and
- (g) a copy of the draft Registration Statement.

1.4 Applicable law

This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, English law and relate only to English law as applied by the English courts, including the laws of the European Union to the extent having the force of law in England, as at today's date. In particular:

- (a) we have not investigated the laws of any country other than England and we express no opinion in this letter on the laws of any jurisdiction other than England and we assume that no foreign law affects any of the opinions given below. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement, the Company, any document or any other matter contemplated by any document would or might affect this letter and/or the opinions given in it; and
- (b) we do not undertake or accept any obligation to update this letter and/or the opinions given in it to reflect subsequent changes in English law or factual matters.

1.5 Assumptions and reservations

The opinions given in this letter are given on the basis of each of the assumptions set out in schedule 1 (*Assumptions*) and are subject to each of the reservations set out in schedule 2 (*Reservations*) to this letter. The opinions given in this letter are strictly limited to the matters stated in paragraph 2 (*Opinion*) below and do not extend, and should not be read as extending, by implication or otherwise, to any other matters.

2. OPINION

Subject to paragraph 1 (*Introduction*), the other matters set out in this letter and its schedules and the following:

- (a) the Registration Statement becoming effective under the Securities Act;
- (b) that the Corporate Approvals were each passed at a meeting which was duly convened and held in accordance with all applicable laws and regulations (including as to quorum);
- (c) the Board and the shareholders of the Company having validly approved and adopted the Plan;
- (d) the Board or the CLD Committee having validly resolved to issue and allot the Shares, or grant rights to subscribe for the Shares, at a duly convened and quorate meeting of the Board or the CLD Committee or by way of duly passed written resolutions of the Board or the CLD, in each case in compliance with the Plan, all applicable laws and regulations;
- (e) the resolutions referred to in paragraph 2(d) being in full force and effect and not having been rescinded or amended in such a way as to make the issue and allotment of Shares invalid;
- (f) the receipt in full by the Company of payment for the Shares in an amount of “cash consideration” (as defined in section 583(3) of the Companies Act 2006) of not less than the aggregate nominal value for such Shares; and
- (g) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that, as at today's date, the Shares, if and when allotted and issued, registered in the name of the recipient in the register of members of the Company and delivered as described in the Registration Statement, will be duly and validly authorised, allotted and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the allotment and issue thereof) and will not be subject to any call for payment of further capital.

3. **EXTENT OF OPINIONS**

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax or duty which may arise or be suffered as a result of or in connection the transactions contemplated in this letter.

This letter only applies to those facts and circumstances which exist as at today's date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

4. **DISCLOSURE AND RELIANCE**

This letter is addressed to you in connection with the Registration Statement. We consent to the filing of this letter 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 or the rules and regulations thereunder.

Other than for the purpose set out in the prior paragraph, this letter may not be relied upon, or assigned, for any purpose, without our prior written consent, which may be granted or withheld in our discretion.

Yours faithfully

/s/ Goodwin Procter (UK) LLP

Goodwin Procter (UK) LLP

SCHEDULE 1

ASSUMPTIONS

The opinions in this letter have been given on the basis of the following assumptions:

- 1.1 the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies;
- 1.2 that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen, and that each of the signed documents examined by us has been duly executed and, where applicable, delivered on behalf of the Company;
- 1.3 that each of the individuals who signs as, or otherwise claims to be, a Director or officer of the Company is the individual whom they claim to be and holds the office they claim to hold;
- 1.4 the accuracy as to factual matters of each document we have reviewed;
- 1.5 that the Current Articles referred to in paragraph 1.3(e) of this letter remain in full force and effect and no alteration has been made or will be made to such articles of association, in each case prior to the date of allotment and issue of any of the Shares (the "**Allotment Date**");
- 1.6 on the Allotment Date the Company will comply with all applicable laws to allot and issue the Shares and the Company will receive such amounts as are necessary to fully pay the nominal value of the Shares and any applicable share premium;
- 1.7 valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company;
- 1.8 that all documents, forms and notices which should have been delivered to the Registrar of Companies in respect of the Company have been so delivered, that information revealed by the Searches was complete and accurate in all respects and has not, since the time of the Searches, been altered and that the results of the Searches will remain complete and accurate as at the Allotment Date;
- 1.9 that no event occurs that would prevent the Company from validly allotting and issuing the Shares;
- 1.10 that any allotment and issue of Shares which occurs after the date of this opinion is done in accordance with the terms and limits prescribed by the Corporate Approvals and any other restrictions imposed by either the Board or the members of the Company after the date of this letter;
- 1.11 that any minutes of the meetings of the Directors or the written resolutions of the Directors provided to us in connection with the giving of the opinions in this letter reflect a true record of the proceedings described in them in duly convened, constituted and quorate meetings in which all constitutional, statutory and other formalities (including as required by the Current Articles) were duly observed, and the resolutions set out in the minutes or written resolutions were validly passed and have not been and will not be revoked or varied in such a way as to make the issue and allotment of Shares invalid and remain in full force and effect and will remain so as at the Allotment Date;
- 1.12 that the resolutions set out in the Shareholder Resolutions were validly passed and have not been and will not be revoked or varied and remain in full force and effect and will remain so as at the Allotment Date and that, prior to the Allotment Date, the Company has not allotted shares or granted rights to subscribe for, or to convert any security into, shares pursuant to the Shareholder Resolutions which would, when aggregated with any other allotment of

Shares by the Company (whether before or after the date of this letter), result in the Directors exceeding the limits set out in the Shareholder Resolutions;

- 1.13 that in relation to the allotment and issue of the Shares, the Directors have acted and will act in the manner required by sections 171 to 174 of the Act, and there has not been and will not be any bad faith, breach of trust, fraud, coercion, duress or undue influence on the part of any of the directors of the Company;
- 1.14 that the Directors and appropriate officers of the Company have taken all necessary corporate action to approve the allotment and issue of the Shares and all ancillary matters relating thereto;
- 1.15 that the Shares will be sold or allotted and issued in accordance with a duly authorised, executed equity incentive agreement, share option agreement, stock option agreement, restricted share unit agreement or other agreement having similar effect, in each case pursuant to the Plan;
- 1.16 that no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000, as amended ("**FSMA**") or of any other United Kingdom laws or regulations concerning offers of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 of FSMA or any other United Kingdom laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities;
- 1.17 that there are no facts or circumstances (and no documents, agreements, instruments or correspondence) which are not apparent from the face of the documents listed in paragraph 1.3 (above) or which have not been disclosed to us that may affect the validity or enforceability of the documents listed in paragraph 1.3 (above) or any obligation therein or otherwise affect the opinions expressed in this letter;
- 1.18 that the Company has not taken any corporate or other action nor have any steps been taken or legal proceedings been started against the Company for the liquidation, winding up, dissolution, reorganisation or bankruptcy of, or for the appointment of a liquidator, receiver, trustee, administrator, administrative receiver or similar officer of, the Company or all or any of its assets (or any analogous proceedings in any jurisdiction) and the Company is not unable to pay its debts as they fall due within the meaning of section 123 of the Insolvency Act 1986, as amended, and will not become unable to pay its debts within the meaning of that section as a result of any of the transactions contemplated herein, is not insolvent and has not been dissolved or declared bankrupt (although the Searches gave no indication that any winding-up, dissolution or administration order or appointment of a receiver, administrator, administrative receiver or similar officer has been made with respect to the Company); and
- 1.19 the Company is not, nor will be, engaging in criminal, misleading, deceptive or unconscionable conduct or seeking to conduct any relevant transaction or any associated activity in a manner or for a purpose which might render any transaction contemplated under any corporate approvals or any associated activity illegal, void or voidable.

SCHEDULE 2

RESERVATIONS

The opinions in this letter are subject to the following reservations:

- 1.1 the Searches are not capable of revealing conclusively whether or not a winding-up or administration petition or order has been presented or made, a receiver appointed, a company voluntary arrangement proposed or approved or any other insolvency proceeding commenced, and the available records may not be complete or up-to-date. In particular, the Central Registry of Winding-Up Petitions in England may not contain details of administration applications filed, or appointments recorded in or orders made by, district registries and county courts outside London. Searches at Companies House and at the Central Registry of Winding-Up Petitions in England are not capable of revealing whether or not a winding up petition or a petition for the making of an administration order has been presented and, further, notice of a winding up order or resolution, notice of an administration order and notice of the appointment of a receiver may not be filed at Companies House immediately and there may be a delay in the relevant notice appearing on the file of the company concerned. Further, not all security interests are registrable, such security interests have not in fact been registered or such security interests have been created by an individual or an entity which is not registered in England. We have not made enquiries of any District Registry or County Court in England;
- 1.2 the opinions set out in this letter are subject to: (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 (*co-operation between courts exercising jurisdiction in relation to insolvency*) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;
- 1.3 we express no opinion as to matters of fact;
- 1.4 we have made no enquiries of any individual connected with the Company;
- 1.5 a certificate, documentation, notification, opinion or the like might be held by the English courts not to be conclusive if it can be shown to have an unreasonable or arbitrary basis or in the event of a manifest error; and
- 1.6 it should be understood that we have not been responsible for investigating or verifying: (i) the accuracy of the facts, including statements of foreign law, or the reasonableness of any statements of opinion, contained in the Registration Statement; or (ii) that no material facts have been omitted from it.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of COMPASS Pathways plc of our report dated February 24, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in COMPASS Pathways plc's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Reading, United Kingdom
January 20, 2023