

---

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

---

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

---

**Talis Biomedical Corporation**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-3211155**  
(I.R.S. Employer  
Identification No.)

**3400 Bridge Parkway  
Redwood City, California**  
(Address of Principal Executive Offices)

**94065**  
(Zip Code)

**Talis Biomedical Corporation 2021 Equity Incentive Plan  
Talis Biomedical Corporation 2021 Employee Stock Purchase Plan**  
(Full titles of the plan)

**J. Roger Moody, Jr.**  
Chief Financial Officer  
Talis Biomedical Corporation  
3400 Bridge Parkway  
Redwood City, California 94065  
(650) 433-3000

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

*Copy to:*  
**Karen E. Deschaine  
Edmond J. Lay  
Cooley LLP  
4401 Eastgate Mall  
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

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.

---

---

## INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 (this "Registration Statement") is filed by the Registrant for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered its shares of common stock, par value \$0.0001 per share, for issuance under the Registrant's 2021 Equity Incentive Plan and the Registrant's 2021 Employee Stock Purchase Plan under the Registrant's Registration Statement on Form S-8 (the "Prior Registration Statement") filed with the Securities and Exchange Commission (the "SEC") on [February 17, 2021](#) (File No. 333-253218). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by references the contents of the Prior Registration Statement.

### ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 17, 2021).</a>
4.2	<a href="#">Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 17, 2021).</a>
4.3	<a href="#">Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-252360), filed with the SEC on February 8, 2021).</a>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1.</a>
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1	<a href="#">Talis Biomedical Corporation 2021 Equity Incentive Plan, as amended, and Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise thereunder (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on August 2, 2022).</a>
99.2	<a href="#">Talis Biomedical Corporation 2021 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on August 2, 2022).</a>
107	<a href="#">Calculation of Filing Fee Table</a>

---

## 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 Redwood City, State of California, on the 2nd day of August, 2022.

### TALIS BIOMEDICAL CORPORATION

By: /s/ J. Roger Moody, Jr.  
**J. Roger Moody, Jr.**  
*Chief Financial Officer*

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Kelley and J. Roger Moody, Jr., and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with 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 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 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/ Robert J. Kelley</u> Robert J. Kelley	Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	August 2, 2022
<u>/s/ J. Roger Moody, Jr.</u> J. Roger Moody, Jr.	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 2, 2022
<u>/s/ Felix Baker, Ph.D.</u> Felix Baker, Ph.D.	Member of the Board of Directors	August 2, 2022
<u>/s/ Melissa Gilliam M.D., M.P.H.</u> Melissa Gilliam M.D., M.P.H.	Member of the Board of Directors	August 2, 2022
<u>/s/ Rustem F. Ismagilov, Ph. D.</u> Rustem F. Ismagilov, Ph.D.	Member of the Board of Directors	August 2, 2022
<u>/s/ Kimberly J. Popovits</u> Kimberly J. Popovits	Member of the Board of Directors	August 2, 2022
<u>/s/ Matthew L. Posard</u> Matthew L. Posard	Member of the Board of Directors	August 2, 2022
<u>/s/ Randal Scott, Ph.D.</u> Randal Scott, Ph.D.	Member of the Board of Directors	August 2, 2022



Karen Elizabeth Deschaine  
T: +1 858 550 6088  
kdeschaine@cooley.com

August 2, 2022  
Talis Biomedical Corporation  
230 Constitution Drive  
Menlo Park, California 94025

Ladies and Gentlemen:

We have represented Talis Biomedical Corporation, 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, covering the offering of up to 1,320,401 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share (the "**Common Stock**"), consisting of (i) 1,056,321 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**") and (ii) 264,080 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and related prospectuses, (ii) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (iii) the Plans, and (iv) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other 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 execution and delivery of all documents by all persons other than the Company where execution and delivery are a prerequisite 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 against payment therefor as described in the Registration Statement and related prospectuses, will be validly issued, fully paid and non-assessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and non-assessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely

Cooley LLP

By:     /s/ Karen E. Deschaine.

Karen E. Deschaine

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of Talis Biomedical Corporation of our report dated March 15, 2022, with respect to the financial statements of Talis Biomedical Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois

August 2, 2022

---

## CALCULATION OF FILING FEE TABLE

Form S-8

Talis Biomedical Corporation

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, par value \$0.0001 per share, to be issued pursuant to future awards under the Talis Biomedical Corporation 2021 Equity Incentive Plan (the "Plan")	457(c); 457(h)	1,056,321 shares (2)	\$0.83 (4)	\$876,746.43 (4)	0.0000927	\$81.27
Equity	Common Stock, par value \$0.0001 per share, to be issued pursuant to future awards under the Talis Biomedical Corporation 2021 Employee Stock Purchase Plan (the "ESPP")	457(c); 457(h)	264,080 shares (3)	0.83 (4)	\$219,186.40 (4)	0.0000927	\$20.32
<b>Total Offering Amounts</b>			1,320,401 shares	0.83 (4)	\$1,095,932.83		\$101.59
<b>Total Fee Previously Paid</b>							—
<b>Total Fee Offsets</b>							\$101.59(5)
<b>Net Fee Due</b>							\$0.00



	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims	Talis Biomedical Corporation	Form S-3	333-263592	March 16, 2022		\$101.59(5)	Equity	Common Stock	37,489,210	\$62,606,980.70	
Fee-Offset Sources	Talis Biomedical Corporation	Form S-3	333-263592		March 16, 2022						\$101.59(5)

- (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 Talis Biomedical Corporation (the "Registrant") Common Stock, par value \$0.0001 per share ("Common Stock") that become issuable under the Plan and ESPP by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of Common Stock that were added to the shares authorized for issuance under the Plan on January 1, 2022, pursuant to an "evergreen" provision contained in the Plan.
- (3) Represents shares of Common Stock that were added to the shares authorized for issuance under the ESPP on January 1, 2022, pursuant to an "evergreen" provision contained in the ESPP.
- (4) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee, and is based on the average of the high and low sale prices per share of Common Stock as reported by The Nasdaq Global Market on July 26, 2022.
- (5) On March 16, 2022, the Registrant filed a Registration Statement on Form S-3 (File No. 333-263592) (the "Withdrawn Form S-3") with the SEC and paid a registration fee of \$5,803.67. The Withdrawn Form S-3 was withdrawn by filing a Form RW on April 22, 2022. No securities were sold under the Withdrawn Form S-3 before it was withdrawn. Pursuant to Rule 457(p) under the Securities Act, the Registrant offset \$3,579.51 of the total registration fees due under its Registration Statement on Form S-3 (File No. 333-264839), filed with the SEC on May 10, 2022, against the fees previously paid in connection with the Withdrawn Form S-3, leaving a remaining balance of \$2,224.16 under the Withdrawn Form S-3 available for future fee offsets by the Registrant. Pursuant to Rule 457(p) under the Securities Act, the Registrant hereby offsets the total registration fee due under this Registration Statement by \$101.59 from the fees previously paid in connection with the Withdrawn Form S-3, with \$2,122.57 remaining to be applied to future filings. Accordingly, no additional registration fee is being paid in connection with the filing of this Registration Statement.

