

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

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

BioAtla, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-1922320
(I.R.S. Employer
Identification No.)

BioAtla, Inc.
11085 Torreyana Road
San Diego, California 92121
(Address of Principal Executive Offices) (Zip Code)

**2020 Equity Incentive Plan
Employee Stock Purchase Plan**
(Full title of the plans)

Jay M. Short, Ph.D.
Chairman and Chief Executive Officer
BioAtla, Inc.
11085 Torreyana Road
San Diego, California 92121
(858) 558-0708
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

David Schulman, Esq.
Niki Fang, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5700

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 checked="" 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.0001 par value per share				
- Reserved for future issuance under the 2020 Equity Incentive Plan	1,286,862(2)	\$66.28(3)	\$85,293,214	\$9,306
- Reserved for future issuance the Employee Stock Purchase Plan	369,164(4)	\$56.34(5)	\$20,798,700	\$2,270

TOTAL	1,656,026		\$106,091,914	\$11,576
(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 ("Registration Statement") shall also cover any additional shares of the common stock of BioAtla, Inc. (the "Registrant") that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant's common stock.				
(2) Represents 1,286,862 additional shares of the Registrant's common stock that were automatically added to the shares authorized for issuance under the Registrant's 2020 Equity Incentive Plan (the "2020 Plan") on January 1, 2021, pursuant to an annual "evergreen" increase provision contained in the ESPP.				
(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 \$66.28 was computed by averaging the high and low prices of a share of the Registrant's common stock as reported on The Nasdaq Global Market on March 22, 2021.				
(4) Represents 369,164 additional shares of the Registrant's common stock that were automatically added to the shares authorized for issuance under the Registrant's Employee Stock Purchase Plan (the "ESPP") on January 1, 2021, pursuant to an annual "evergreen" increase provision contained in the ESPP.				
(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 \$66.28, which was computed by averaging the high and low prices of a share of the Registrant's common stock as reported on The Nasdaq Global Market on March 22, 2021. Under the 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.				

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

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register 1,286,862 additional shares of common stock under the 2020 Plan and 369,164 additional shares of common stock under the ESPP 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 statement on [Form S-8](#) filed with the Commission on December 18, 2020 (Registration No. 333-251520).

Item 8. Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
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 Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on the signature page of this Registration Statement)					X
99.1	2020 Equity Incentive Plan	S-1	333-250093	10.01	12/9/20	
99.2	Amendment Number 1 to 2020 Equity Incentive Plan	S-8	333-251520	99.2	12/18/20	
99.3	Employee Stock Purchase Plan	S-1	333-250093	10.01	12/9/20	

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 San Diego, State of California, on March 24, 2021.

BIOATLA, INC.

/s/ Jay M. Short, Ph.D.

Jay M. Short, Ph.D.

Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jay M. Short, Ph.D. and Richard A. Waldron, 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:

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Jay M. Short, Ph.D.</u> Jay M. Short, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	March 24, 2021
<u>/s/ Richard A. Waldron</u> Richard A. Waldron	Chief Financial Officer (Principal Financial and Accounting Officer)	March 24, 2021
<u>/s/ Scott Smith</u> Scott Smith	President and Director	March 24, 2021
<u>/s/ Priyanka Belawat, Ph.D.</u> Priyanka Belawat, Ph.D.	Director	March 24, 2021
<u>/s/ Guy Levy</u> Guy Levy	Director	March 24, 2021
<u>/s/ Lawrence Steinman</u> Lawrence Steinman	Director	March 24, 2021
<u>/s/ Mary Ann Gray, Ph.D.</u> Mary Ann Gray, Ph.D.	Director	March 24, 2021
<u>/s/ Susan Moran, M.D.</u> Susan Moran, M.D.	Director	March 24, 2021



Orrick, Herrington & Sutcliffe LLP

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

+1-415-773-5700

orrick.com

March 24, 2021

BioAtla, Inc.
11085 Torreyana Road
San Diego, California 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for BioAtla, Inc., 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 1,286,862 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2020 Equity Incentive Plan, and 369,164 shares of Common Stock reserved for issuance pursuant to the Company's 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 the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

March 24, 2021

Page 2

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 Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the BioAtla, Inc. 2020 Equity Incentive Plan and the BioAtla, Inc. Employee Stock Purchase Plan of our report dated March 24, 2021, with respect to the consolidated financial statements of BioAtla, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
March 24, 2021