

Seres Therapeutics, Inc.  
Form S-8  
March 14, 2016

As filed with the Securities and Exchange Commission on March 14, 2016

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**  
**SERES THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware** **27-4326290**  
(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)  
Organization)

**215 First Street**

**Cambridge, MA 02142**

(Address of Principal Executive Offices) (Zip Code)

**Seres Therapeutics, Inc. 2015 Incentive Award Plan**  
**Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan**

(Full Title of the Plan)

**Roger J. Pomerantz, M.D.**

**President and Chief Executive Officer**

**Seres Therapeutics, Inc.**

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**215 First Street**

**Cambridge, MA 02142**

**(Name and Address of Agent for Service)**

(617) 945-9626

**(Telephone Number, including Area Code, of Agent for Service)**

*Copies to:*

**Peter N. Handrinos, Esq.**

**Latham & Watkins LLP**

**200 Clarendon Street**

**Boston, MA 02116**

**(617) 948-6060**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	390,820 shares(2)	\$29.08(3)	\$11,365,045	\$1,144
Common Stock, par value \$0.001 per share	1,563,280 shares(4)	\$29.08(5)	\$45,460,182	\$4,577

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Consists of 390,820 shares of Common Stock that have become issuable under the Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan pursuant to its terms.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on March 7, 2016.

(4) Consists of 1,563,280 shares of Common Stock that have become issuable under the Seres Therapeutics, Inc. 2015 Incentive Award Plan pursuant to its terms.

(5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on March 7, 2016.

**PART I**

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 390,820 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2015 Employee Stock Purchase Plan and an additional 1,563,280 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2015 Incentive Award Plan. A Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

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

Except as set forth below, the contents of the Registration Statement on Form S-8 (File No. 333-205253), filed with the Securities and Exchange Commission on June 26, 2015, relating to the Registrant's 2015 Employee Stock Purchase Plan and the Registrant's 2015 Incentive Award Plan, is incorporated by reference herein.

**Item 8. Exhibits**

The Exhibit Index immediately preceding the exhibits is incorporated by reference.

**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 Cambridge, State of Massachusetts, on this 14th day of March, 2016.

**SERES THERAPEUTICS, INC.**

By: /s/ Roger J. Pomerantz  
 Roger J. Pomerantz, M.D.

President, Chief Executive Officer and  
 Chairman of the Board

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Seres Therapeutics, Inc., hereby severally constitute and appoint Roger J. Pomerantz, M.D. and Eric D. Shaff, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all 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 or necessary to be done in and about the premises, as full to 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 any of them, or their or his substitute or substitutes, 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 persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Roger J. Pomerantz Roger J. Pomerantz	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 14, 2016
/s/ Eric D. Shaff Eric D. Shaff	Chief Financial Officer (Principal Financial and Accounting officer)	March 14, 2016
/s/ Noubar B. Afeyan Noubar B. Afeyan, Ph.D.	Director	March 14, 2016
/s/ Dennis A. Ausiello	Director	March 14, 2016

Dennis A. Ausiello, M.D.

/s/ Grégory Behar

Director

March 14, 2016

Grégory Behar

/s/ Werner Cautreels	Director	March 14, 2016
Werner Cautreels, Ph.D.		
/s/ Kurt C. Graves	Director	March 14, 2016
Kurt C. Graves		
/s/ Peter Barton Hutt	Director	March 14, 2016
Peter Barton Hutt		
/s/ Richard N. Kender	Director	March 14, 2016
Richard N. Kender		
/s/ Lorence H. Kim	Director	March 14, 2016
Lorence H. Kim, M.D.		

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37456) filed on July 1, 2015)
4.2	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37456) filed on July 1, 2015)
5.1+	Opinion of Latham & Watkins LLP, counsel to the Registrant
23.1+	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2+	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1	Seres Therapeutics, Inc. 2015 Incentive Award Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-205253) filed on June 26, 2015)
99.2	Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.3 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-205253) filed on June 26, 2015)
+ Filed herewith	