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

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

PERSONALIS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

27-5411038
(I.R.S. Employer
Identification No.)

**6600 Dumbarton Circle
Fremont, California 94555
(650) 752-1300**
(Address of principal executive offices) (Zip code)

**2019 Equity Incentive Plan
2019 Employee Stock Purchase Plan**
(Full titles of the plans)

**Aaron Tachibana
Interim Chief Executive Officer and Chief Financial Officer
Personalis, Inc.
6600 Dumbarton Circle
Fremont, California 94555
(650) 752-1300**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Laura Berezin
Asa Henin
Allison Peth
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is being filed by the Registrant to register 2,335,354 additional shares of Common Stock reserved for issuance under the 2019 Plan and 467,071 additional shares of Common Stock reserved for issuance under the ESPP.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on [Form S-8](#) filed with the Securities and Exchange Commission (the "Commission") on June 20, 2019 (File No. 333-232233), the Registration Statement on [Form S-8](#) filed with the Commission on March 25, 2020 (File No. 333-237386), the Registration Statement on [Form S-8](#) filed with the Commission on May 7, 2020 (File No. 333-238080), the Registration Statement on [Form S-8](#) filed with the Commission on February 25, 2021 (File No. 333-253528) and the Registration Statement on [Form S-8](#) filed with the Commission on February 24, 2022 (File No. 333-262998) are hereby incorporated in this Registration Statement by reference to the extent not replaced hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act, and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

(a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 (the "Annual Report"), filed with the Commission on February 23, 2023.

(b) The description of the Registrant's Common Stock filed as Exhibit 4.1 which is contained in a registration statement on [Form 8-A](#) filed on June 17, 2019 (File No. 001-38943) under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including Exhibit 4.1 to our Annual Report.

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporation by Reference</u>			
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1	Amended and Restated Certificate of Incorporation of Personalis, Inc.	8-K	001-38943	3.1	6/24/2019
4.2	Amended and Restated Bylaws of Personalis, Inc.	8-K	001-38943	3.1	10/31/2022
4.3	Form of common stock certificate of the Registrant.	S-1/A	333-231703	4.1	6/7/2019
5.1	Opinion of Cooley LLP.				
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.				
23.2	Consent of Cooley LLP (reference is made to Exhibit 5.1).				
24.1	Power of Attorney (reference is made to the signature page hereto).				
99.1	Personalis, Inc. 2019 Equity Incentive Plan and forms of agreements thereunder.	S-1/A	333-231703	10.2	6/7/2019
99.2	Personalis, Inc. 2019 Employee Stock Purchase Plan.	S-1/A	333-231703	10.3	6/7/2019
107	Filing Fee Table				

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 Fremont, State of California, on February 23, 2023.

PERSONALIS, INC.

By: /s/ Aaron Tachibana

Aaron Tachibana

Interim Chief Executive Officer Chief Financial Officer
*(Principal Executive Officer and Principal Financial
and Accounting Officer)*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Aaron Tachibana as his or her true and lawful attorneys-in-fact and agents, with the full power of substitution, for him or her and in their 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 all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Aaron Tachibana</u> Aaron Tachibana	Interim Chief Executive Officer and Chief Financial Officer <i>(Principal Executive Officer and Principal Financial and Accounting Officer)</i>	February 23, 2023
<u>/s/ Olivia Bloom</u> Olivia Bloom	Director	February 23, 2023
<u>/s/ A. Blaine Bowman</u> A. Blaine Bowman	Director	February 23, 2023
<u>/s/ Alan Colowick</u> Alan Colowick, M.D.	Director	February 23, 2023
<u>/s/ Karin Eastham</u> Karin Eastham	Director	February 23, 2023
<u>/s/ Kenneth Ludlum</u> Kenneth Ludlum	Director	February 23, 2023
<u>/s/ Woodrow A. Myers, Jr.</u> Woodrow A. Myers, Jr., M.D.	Director	February 23, 2023
<u>/s/ Lonnie Shoff</u> Lonnie Shoff	Director	February 23, 2023



Laura A. Berezin
+1 650 843 5128
lberezin@cooley.com

February 23, 2023

Personalis, Inc.
6600 Dumbarton Circle
Fremont, CA 94555

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Personalis, Inc., a Delaware corporation (the "*Company*"), in connection with the filing of a registration statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission (the "*Commission*") covering the offering of up to 2,802,425 shares (the "*Shares*") of the Company's common stock, par value \$0.0001 per share ("*Common Stock*"), consisting of (a) 2,335,354 shares of Common Stock issuable pursuant to the Company's 2019 Equity Incentive Plan (the "*EIP*") and (b) 467,071 shares of Common Stock issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the EIP, the "*Plans*").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's certificate of incorporation and bylaws, each as currently in effect, the Plans and originals or copies certified to our satisfaction of such other 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 thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites 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 in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
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February 23, 2023

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We consent to the filing of 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Laura A. Berezin

Laura A. Berezin

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2023, relating to the consolidated financial statements of Personalis, Inc. and subsidiaries (the “Company”) appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Austin, Texas
February 23, 2023

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

Personalis, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the Registrant's 2019 Equity Incentive Plan	457(c) and 457(h)	2,335,354 ⁽²⁾	3.11 ⁽⁴⁾	\$7,262,950.94	0.0001102	\$800.38
Equity	Common Stock, \$0.0001 par value per share, reserved for future issuance pursuant to the Registrant's 2019 Employee Stock Purchase Plan	457(c) and 457(h)	467,071 ⁽³⁾	\$2.65 ⁽⁵⁾	\$1,237,738.15	0.0001102	\$136.40
Total Offering Amounts					\$8,500,689.09		\$936.78
Total Fee Offsets							N/A
Net Fee Due							\$936.78

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share ("Common Stock"), of Personalis, Inc. (the "Registrant") that become issuable under the Registrant's 2019 Equity Incentive Plan (the "2019 Plan") and the Registrant's 2019 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Represents additional shares of Common Stock that were automatically added to the shares authorized for issuance under the 2019 Plan on January 1, 2023 pursuant to an "evergreen" provision contained in the 2019 Plan. Pursuant to such provision, an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2019 Plan on January 1 of each year, for a period of not more than ten years, commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to (a) 5% of the total number of shares of the Registrant's capital stock outstanding on December 31 of the preceding calendar year or (b) a lesser number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.
- (3) Represents additional shares of Common Stock that were automatically added to the shares authorized for issuance under the ESPP on January 1, 2023 pursuant to an "evergreen" provision contained in the ESPP. The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1 of each year, commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the least of (a) 1% of the total number of shares of the Registrant's capital stock outstanding on December 31 of the preceding calendar year, (b) 500,000 shares of Common Stock and (c) a number of shares of Common Stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.
- (4) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$3.11 per share, which is the average of the high and low selling prices of a share of the Registrant's Common Stock on February 22, 2023.
- (5) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$2.65 per share, which is the average of the high and low selling prices of a share of the Registrant's Common Stock on February 22, 2023 multiplied by 85% (the percentage of the price per share applicable to purchases under the ESPP).