

# SIENTRA, INC.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/19/15

Address	420 SOUTH FAIRVIEW AVENUE SUITE 200 SANTA BARBARA, CA 93117
Telephone	(805) 562-3500
CIK	0001551693
Symbol	SIEN
SIC Code	3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies
Fiscal Year	12/31

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Sientra, Inc.**

(Exact name of registrant as specified in its charter)

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

**420 South Fairview Avenue, Suite 200**  
**Santa Barbara, CA 93117**  
(Address of principal executive offices)

**20-5551000**  
(I.R.S. Employer Identification No.)

**93117**  
(Zip code)

**2014 Equity Incentive Plan**  
**2014 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Hani Zeini**  
**Founder, President and Chief Executive Officer**  
**Sientra, Inc.**  
**420 South Fairview Avenue, Suite 200**  
**Santa Barbara, CA 93117**  
**(805) 562-3500**

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

**Copies to:**

**C. Thomas Hopkins, Esq.**  
Cooley LLP  
1333 2nd Street, Suite 400  
Santa Monica, CA 90401  
(310) 883-6400

**Matthew Pigeon**  
Chief Financial Officer and Treasurer  
**Joel Smith, Esq.**  
General Counsel, Secretary and  
Chief Compliance Officer  
Sientra, Inc.  
420 South Fairview Avenue, Suite 200  
Santa Barbara, CA 93117  
(805) 562-3500

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. (Check one):

Large Accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**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
<b>2014 Equity Incentive Plan</b>				
Common Stock, \$0.01 par value per share	298,259 shares(2)	\$ 18.58(3)	\$ 5,541,652.22(3)	\$ 643.94
<b>2014 Employee Stock Purchase Plan</b>				
Common Stock, \$0.01 par value per share	149,129 shares(4)	\$ 18.58(3)	\$ 2,770,816.82(3)	\$ 321.97
<b>Total</b>	<b>447,388 shares</b>	<b>N/A</b>	<b>\$ 8,312,469.04</b>	<b>\$ 965.91</b>

- (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 the Registrant's Common Stock (the "Common Stock") that become issuable under the 2014 Equity Incentive Plan (the "2014 Plan") and the 2014 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents 298,259 shares of Common Stock that became available for issuance on January 1, 2015 under the 2014 Plan pursuant to an evergreen provision of the 2014 Plan. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2014 Plan on January 1 of each calendar year, from January 1, 2015 through January 1, 2024. The number of shares added each year will be equal to: (a) 4% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant's board of directors (the "Board") for the applicable year.
- (3) This estimate is made pursuant to Rule 457(c) and (h) of the Securities Act solely for purposes of calculating the registration fee, and is based on the average of the high and

low prices of the Registrant's Common Stock on March 13, 2015 as reported the NASDAQ Global Select Market.

- (4) Represents 149,129 shares of Common Stock that became available for issuance on January 1, 2015 under the 2014 ESPP pursuant to an evergreen provision of the 2014 ESPP. The 2014 ESPP provides that an additional number of shares will automatically be added to the shares authorized for issuance under the 2014 ESPP on January 1 of each calendar year, from January 1, 2015 through January 1, 2024. The number of shares of Common Stock added each year will be equal to the lesser of: (a) 1% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; (b) 3,000,000 shares of Common Stock; or (c) a lesser number of shares of Common Stock as is determined by the Board for the applicable year.
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**INCORPORATION BY REFERENCE OF CONTENTS  
OF REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2014 Plan and ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 29, 2014 (File No. 333-199684). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Form of Common Stock Certificate of the Registrant.
5.1*	Opinion of Cooley LLP.
23.1*	Consent of KPMG LLP, an independent registered public accounting firm.
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included in signature page to this Registration Statement).
99.1(4)†	2007 Equity Incentive Plan and forms of award agreements thereunder.
99.2(5)†	2014 Equity Incentive Plan and forms of award agreements thereunder.
99.3(6)†	2014 Employee Stock Purchase Plan.

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- (1) Previously filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
  - (2) Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
  - (3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
  - (4) Previously filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on September 19, 2014, as amended, and incorporated herein by reference.
  - (5) Previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
  - (6) Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.

\* Filed herewith.

† Indicates a management contract or compensatory plan or arrangement.

## 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 Santa Barbara, State of California, on March 19, 2015.

### SIENTRA, INC.

By: /s/ Hani Zeini  
Hani Zeini  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose individual signature appears below hereby authorizes and appoints Hani Zeini and Matthew Pigeon, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his true and lawful attorney-in-fact and agent to act in his name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file 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, 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 thereof.

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/ Hani Zeini</u> Hani Zeini	President, Chief Executive Officer and Director (Principal Executive Officer)	March 19, 2015
<u>/s/ Matthew Pigeon</u> Matthew Pigeon	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 19, 2015
<u>/s/ Nicholas Simon</u> Nicholas Simon	Director	March 19, 2015
<u>/s/ Rishi Gupta</u> Rishi Gupta	Director	March 19, 2015
<u>/s/ Timothy Haines</u> Timothy Haines	Director	March 19, 2015
<u>/s/ R. Scott Greer</u> R. Scott Greer	Director	March 19, 2015
<u>/s/ Kevin O'Boyle</u> Kevin O'Boyle	Director	March 19, 2015
<u>/s/ Jeffrey Nugent</u> Jeffrey Nugent	Director	March 19, 2015

## EXHIBIT INDEX

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\* Filed herewith.

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C. Thomas Hopkins  
T: +1 310 883 6417  
thopkins@cooley.com

March 19, 2015

Sientra, Inc.  
420 South Fairview Avenue, Suite 200  
Santa Barbara, CA 93117

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Sientra, Inc., a Delaware corporation (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 447,388 shares of the Company’s Common Stock, \$0.01 par value, including (i) 298,259 shares of Common Stock (the “**EIP Shares**”) pursuant to the Company’s 2014 Equity Incentive Plan (the “**2014 EIP**”), and (ii) 149,129 shares of Common Stock (the “**ESPP Shares**”) pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “**ESPP**” and together with the 2014 EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, and (d) the 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 and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents where due 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 sought to independently verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the EIP Shares and the ESPP Shares, when sold and issued in accordance with the Plans and 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).

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





Sientra, Inc.  
March 19, 2015  
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Sincerely,

Cooley LLP

By: /s/ C. Thomas Hopkins  
C. Thomas Hopkins

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Sientra, Inc.:

We consent to the use of our report dated March 18, 2015, with respect to the balance sheets of Sientra, Inc. as of December 31, 2014 and 2013, and the related statements of operations, convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2014, and the related financial statement schedule, incorporated by reference herein.

/s/ KPMG LLP

Woodland Hills, California  
March 19, 2015

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