

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

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

ACLARIS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

46-0571712
(I.R.S. Employer
Identification No.)

**701 Lee Road, Suite 103
Wayne, PA 19087**
(Address of principal executive offices) (Zip code)

2015 Equity Incentive Plan
(Full title of the plan)

Neal Walker
Interim President and Chief Executive Officer
Aclaris Therapeutics, Inc.
701 Lee Road, Suite 103
Wayne, PA 19087
(484) 324-7933
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Mark Ballantyne
Brian F. Leaf
Cooley LLP
11951 Freedom Drive
Reston, VA 20190-5640
(703) 456-8000

Kevin Balthaser
Chief Financial Officer
Aclaris Therapeutics, Inc.
701 Lee Road, Suite 103
Wayne, PA 19087
(484) 324-7933

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. ☐

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering an additional 2,835,795 shares of common stock, \$0.00001 par value per share (“Common Stock”), of Aclaris Therapeutics, Inc. (the “Registrant”) to be issued pursuant to the Aclaris Therapeutics, Inc. 2015 Equity Incentive Plan (the “2015 EIP”) pursuant to the provisions of the 2015 EIP providing for an automatic increase in the number of shares reserved and available for issuance under the 2015 EIP on January 1, 2024.

In accordance with the instructional note to Part I of Form S-8 as promulgated by the U.S. Securities and Exchange Commission (the “Commission”), the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

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 Registration Statement on Form S-8 ([File No. 333-207434](#)) relating to the 2015 EIP, filed with the Commission on October 15, 2015;
- (b) The Registrant’s Annual Report on Form 10-K ([File No. 001-37581](#)) for the fiscal year ended December 31, 2023, filed with the Commission on February 27, 2024;
- (c) The Registrant’s Current Reports on Form 8-K (File No. 001-37581) filed with the Commission on [January 19, 2024](#), [February 5, 2024](#) and [March 19, 2024](#), to the extent the information in such reports is filed and not furnished; and
- (d) The description of the Registrant’s Common Stock, which is contained in a registration statement on [Form 8-A filed on October 2, 2015 \(File No. 001-37581\)](#) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as updated by the description of the Registrant’s capital stock contained in the Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2023](#), including any amendment or report filed for the purpose of updating such description.

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

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-37581	3.1	10/13/2015
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	001-37581	3.2	08/07/2023
4.3	Amended and Restated Bylaws of the Registrant.	8-K	001-37581	3.1	06/24/2020
4.4	2015 Equity Incentive Plan.	S-8	333-207434	4.6	10/15/2015
4.5	Form of Stock Option Grant Notice and Stock Option Agreement under 2015 Equity Incentive Plan.	S-1/A	333-206437	10.10	09/25/2015
4.6	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under 2015 Equity Incentive Plan.	S-1/A	333-206437	10.11	09/25/2015
4.7	Form of Performance Stock Option Grant Notice and Stock Option Agreement used in connection with the 2015 Equity Incentive Plan.	10-K	001-37581	10.11	03/18/2019
4.8	Form of Performance Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement used in connection with the 2015 Equity Incentive Plan.	10-K	001-37581	10.12	03/18/2019
5.1*	Opinion of Cooley LLP.	=	=	=	=
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).	=	=	=	=
23.2*	Consent of Independent Registered Public Accounting Firm.	=	=	=	=
24.1*	Power of Attorney (included on the signature page of this Form S-8).	=	=	=	=
107*	Filing Fee Table	=	=	=	=

* Filed herewith.

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 Wayne, Commonwealth of Pennsylvania, on this 7th day of May, 2024.

ACLARIS THERAPEUTICS, INC.

By: /s/ Neal Walker

Neal Walker

Interim President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Neal Walker and Kevin Balthaser, 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 their name, place or stead, in any and all capacities, to sign any and all amendments (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 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 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 attorneys-in-fact and agents or any of them, or his, her 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.

Signature	Title	Date
/s/ Neal Walker Neal Walker	Interim President, Chief Executive Officer and Director (Principal Executive Officer)	May 7, 2024
/s/ Kevin Balthaser Kevin Balthaser	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 7, 2024
/s/ Christopher Molineaux Christopher Molineaux	Lead Independent Director	May 7, 2024
/s/ Anand Mehra, M.D. Anand Mehra, M.D.	Director	May 7, 2024
/s/ William Humphries William Humphries	Director	May 7, 2024
/s/ Andrew Powell Andrew Powell	Director	May 7, 2024
/s/ Andrew Schiff Andrew Schiff	Director	May 7, 2024
/s/ Bryan Reasons Bryan Reasons	Director	May 7, 2024
/s/ Maxine Gowen Maxine Gowen	Director	May 7, 2024
/s/ Vincent Milano Vincent Milano	Director	May 7, 2024



Mark Ballantyne
T: +1 703 456 8084
mballantyne@cooley.com

May 7, 2024

Aclaris Therapeutics, Inc.
701 Lee Road, Suite 103
Wayne, PA 19087

Ladies and Gentlemen:

We have acted as counsel to Aclaris Therapeutics, Inc., 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 (the “**Commission**”) covering the offering of up to 2,835,795 shares (the “**Shares**”) of the Company’s Common Stock, par value \$0.00001 per share, pursuant to the Company’s 2015 Equity Incentive Plan (the “**2015 Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the 2015 Plan, and (d) such other records, documents, opinions, certificates, memoranda and 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 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 2015 Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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.

Cooley LLP Reston Town Center 11951 Freedom Drive 14th Floor Reston, VA 20190-5656
t: +1 703 456 8000 f: +1 703 456 8100 cooley.com



May 7, 2024
Page Two

Sincerely,

Cooley LLP

By: /s/ Mark Ballantyne
Mark Ballantyne

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Aclaris Therapeutics, Inc. of our report dated February 27, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Aclaris Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
May 7, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Aclaris Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.00001 per share, Aclaris Therapeutics, Inc. 2015 Equity Incentive Plan	Other	2,835,795 ⁽²⁾	\$1.21 ⁽³⁾	\$3,431,311.95	\$0.0001476	\$506.47
Total Offering Amount					\$3,431,311.95		—
Total Fee Offsets							—
Net Fee Due							\$506.47

- (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 \$0.00001 per share (“**Common Stock**”), of Aclaris Therapeutics, Inc. (the “**Registrant**”) that become issuable under the 2015 Equity Incentive Plan (the “**2015 Plan**”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable.
- (2) Represents shares of Common Stock that were added to the shares authorized for issuance under the 2015 Plan on January 1, 2024 pursuant to an “evergreen” provision contained in the 2015 Plan.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon a per share price of \$1.21, which is the average of the high and low prices per share of the Registrant’s Common Stock on April 30, 2024, as reported on The Nasdaq Global Select Market.