

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

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

Astria Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

26-3687168
(I.R.S. Employer
Identification No.)

22 Boston Wharf Road, 10th Floor
Boston, Massachusetts
(Address of Principal Executive Offices)

02210
(Zip Code)

Second Amended and Restated 2015 Stock Incentive Plan
2015 Employee Stock Purchase Plan
2022 Inducement Stock Incentive Plan, as amended
(Full Title of the Plan)

Benjamin Harshbarger
Chief Legal Officer
22 Boston Wharf Road, 10th Floor
Boston, Massachusetts 02210
(Name and Address of Agent For Service)

(617) 349-1971
(Telephone Number, Including Area Code, of Agent For Service)

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 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the Second Amended and Restated 2015 Stock Incentive Plan, the 2015 Employee Stock Purchase Plan and the 2022 Inducement Stock Incentive Plan, as amended, of Astria Therapeutics, Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective.

Accordingly, this Registration Statement incorporates by reference the contents of:

- : [the Registration Statement on Form S-8, File No. 333-206394, filed with the Securities and Exchange Commission \(the “Commission”\) on August 14, 2015, by the Registrant, relating to the Registrant’s Amended and Restated 2008 Equity Incentive Plan, as amended, 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-210229, filed with the Commission on March 16, 2016, by the Registrant, relating to the Registrant’s 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-216793, filed with the Commission on March 17, 2017, by the Registrant, relating to the Registrant’s 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-223721, filed with the Commission on March 16, 2018, by the Registrant, relating to the Registrant’s 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-229643, filed with the Commission on February 13, 2019, by the Registrant, relating to the Registrant’s Amended and Restated 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-239114, filed with the Commission on June 12, 2020, by the Registrant, relating to the Registrant’s Amended and Restated 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-258633, filed with the Commission on August 9, 2021, by the Registrant, relating to the Registrant’s Amended and Restated 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan;](#)
 - : [the Registration Statement on Form S-8, File No. 333-263459, filed with the Commission on March 10, 2022, by the Registrant, relating to the Registrant’s Amended and Restated 2015 Stock Incentive Plan, 2015 Employee Stock Purchase Plan and 2022 Inducement Stock Incentive Plan; and](#)
 - : [the Registration Statement on Form S-8, File No. 333-273773, filed with the Commission on August 7, 2023, by the Registrant, relating to the Registrant’s Amended and Restated 2015 Stock Incentive Plan, 2015 Employee Stock Purchase Plan and 2022 Inducement Stock Incentive Plan.](#)
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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

EXHIBIT INDEX

Exhibit Number	Description of Exhibit	Incorporated by Reference			Filed Herewith
		Form	File Number	Date of Filing	
4.1	Restated Certificate of Incorporation of the Registrant, as amended	8-K	001-37467	June 6, 2023	3.2
4.2	Amended and Restated By-Laws of the Registrant	8-K	001-37467	June 6, 2023	3.1
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant				X
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)				X
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm				X
24.1	Power of attorney (included on the signature pages of this registration statement)				X
99.1	Second Amended and Restated 2015 Stock Incentive Plan	10-Q	001-37467	August 12, 2024	10.1
99.2	2015 Employee Stock Purchase Plan	10-Q	001-37467	May 12, 2022	10.7
99.3	2022 Inducement Stock Incentive Plan, as amended	8-K	001-37467	December 20, 2023	99.1
107	Filing Fee Table				X

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 Boston, Commonwealth of Massachusetts, on this 12th day of August, 2024.

ASTRIA THERAPEUTICS, INC.

By: /s/ Jill C. Milne

Jill C. Milne

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Astria Therapeutics, Inc., hereby severally constitute and appoint Jill C. Milne, Benjamin Harshbarger and Noah C. Clauser, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Astria Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jill C. Milne</u> Jill C. Milne	President and Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	August 12, 2024
<u>/s/ Noah Clauser</u> Noah Clauser	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	August 12, 2024
<u>/s/ Kenneth Bate</u> Kenneth Bate	Chairman of the Board of Directors	August 12, 2024
<u>/s/ Sunil Agarwal</u> Sunil Agarwal	Director	August 12, 2024
<u>/s/ Joanne Beck</u> Joanne Beck	Director	August 12, 2024
<u>/s/ Frederick P. Callori</u> Frederick P. Callori	Director	August 12, 2024
<u>/s/ Hugh Cole</u> Hugh Cole	Director	August 12, 2024
<u>/s/ Michael Kishbauch</u> Michael Kishbauch	Director	August 12, 2024
<u>/s/ Gregg Lapointe</u> Gregg Lapointe	Director	August 12, 2024
<u>/s/ Jonathan Violin</u> Jonathan Violin	Director	August 12, 2024

WILMERHALE

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August 12, 2024

Astria Therapeutics, Inc.
22 Boston Wharf Road, 10th Floor
Boston, Massachusetts 02210

Re: Registration Statement on Form S-8: Second Amended and Restated 2015 Stock Incentive Plan, 2015 Employee Stock Purchase Plan and 2022 Inducement Stock Incentive Plan, as amended

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of 6,756,078 shares of common stock, \$0.001 par value per share (the “**Shares**”), of Astria Therapeutics, Inc., a Delaware corporation (the “**Company**”), issuable under the Company’s Second Amended and Restated 2015 Stock Incentive Plan, 2015 Employee Stock Purchase Plan and 2022 Inducement Stock Incentive Plan, as amended (collectively, the “**Plans**”).

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed 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 certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

Astria Therapeutics, Inc.
August 12, 2024
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Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ WILMER CUTLER PICKERING HALE AND DORR LLP
WILMER CUTLER PICKERING HALE AND DORR LLP

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated 2015 Stock Incentive Plan, the 2015 Employee Stock Purchase Plan and the 2022 Inducement Stock Incentive Plan, as amended, of Astria Therapeutics, Inc. of our report dated March 4, 2024, with respect to the consolidated financial statements of Astria Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
August 12, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)Astria 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	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity ⁽²⁾	Common Stock, \$0.001 par value per share	Other ⁽³⁾	6,756,078 shares ⁽²⁾	\$ 9.59 ⁽³⁾	\$ 64,790,788.02 ⁽³⁾	\$147.60 per \$1,000,000	\$ 9,563.12
Total Offering Amounts					\$ 64,790,788.02		\$ 9,563.12
Total Fee Offsets							—
Net Fee Due							<u>\$ 9,563.12</u>

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), 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 (i) 5,750,000 shares issuable under the Second Amended and Restated 2015 Stock Incentive Plan, (ii) 6,078 shares issuable under the 2015 Employee Stock Purchase Plan, and (iii) 1,000,000 shares issuable under the 2022 Inducement Stock Incentive Plan, as amended.
- (3) The proposed maximum offering price per share of \$9.59 is estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act and is based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on August 5, 2024.