

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

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

TELA BIO, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

45-5320061
(I.R.S. Employer Identification No.)

**1 Great Valley Parkway, Suite 24
Malvern, Pennsylvania 19355
(484) 320-2930**
(Address, including zip code, of principal executive offices)

TELA BIO, INC. AMENDED AND RESTATED 2019 EQUITY INCENTIVE PLAN
(Full title of the plan)

Antony Koblish
President and Chief Executive Officer
TELA Bio, Inc.
1 Great Valley Parkway, Suite 24, Malvern, Pennsylvania 19355
(484) 320-2930
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Rachael M. Bushey
Jennifer Porter
Troutman Pepper Hamilton Sanders LLP
3000 Two Logan Square
Philadelphia, Pennsylvania 19103
(215) 981-4331

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 Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Large accelerated filer Accelerated filer Non-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. o

CALCULATION OF REGISTRATION FEE

Title of Each Class 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
Common stock, \$0.001 par value per share, reserved for issuance pursuant to the Amended and Restated 2019 Equity Incentive Plan	555,343(2)	\$ 13.17(3)	\$ 7,313,967.31	\$ 949.34
Total	555,343	—	\$ 7,313,967.31	\$ 949.34

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share (“Common Stock”) of TELA Bio, Inc. (the “Company”) which become issuable by reason of any future stock dividend, stock split, recapitalization or other similar transaction or to cover such additional shares as may hereinafter be offered or issued to prevent

dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments, effected without the receipt of consideration by the Company, which results in an increase in the number of the outstanding shares of Common Stock.

(2) Represents 555,343 shares of Common Stock that were added to the shares authorized for issuance under the TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan (the "A&R 2019 Plan") on June 4, 2020, which A&R 2019 Plan amends and restates the TELA Bio, Inc. 2019 Equity Incentive Plan (the "2019 Plan") to increase the number of shares of Common Stock authorized for issuance thereunder, as well as to make certain other amendments that are described in the Registrant's definitive proxy statement filed with the Securities and Exchange Commission (the "Commission") on April 23, 2020, as amended.

(3) For purposes of computing the registration fee only. Pursuant to Rule 457(c) and (h) of the Securities Act, the Proposed Maximum Offering Price Per Share with respect to the A&R 2019 Plan is based upon the average of the high and low prices of the Common Stock on August 7, 2020.

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional 555,343 shares of the Registrant's Common Stock A&R 2019 Plan. The A&R 2019 Plan amends and restates the 2019 Plan to increase the number of shares of Common Stock authorized for issuance thereunder by 555,343 shares, as well as to make certain other amendments that are described in the Registrant's definitive proxy statement filed with the Commission on April 23, 2020, as amended. The A&R 2019 Plan was approved by the Registrant's stockholders on June 4, 2020. Pursuant to General Instruction E of Form S-8, this Registration Statement registers the offer and sale of such additional shares of Common Stock.

Such additional shares of Common Stock are of the same class of securities as the shares of Common Stock issuable under the 2019 Plan for which the currently effective registration statement on [Form S-8 \(File No. 333-235241\) filed with the Commission on November 25, 2019 \(the "Prior Registration Statement"\) was filed](#). Upon the effectiveness of this Registration Statement, an aggregate of 1,770,410 shares of Common Stock will be issuable and registered for issuance under the A&R 2019 Plan. As permitted by General Instruction E of Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated by reference into this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

(a) [The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 30, 2020;](#)

(b) [The Company's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2020, filed with the Commission on May 15, 2020](#) and for the fiscal quarter ended June 30, 2020, filed with the Commission on August 13, 2020;

(c) The Company's Current Reports on Form 8-K filed with the Commission on [January 29, 2020](#), [April 23, 2020](#), [May 4, 2020](#), [June 8, 2020](#), [June 30, 2020](#) and [July 9, 2020](#).

(d) [the description of the Common Stock contained in the Company's Registration Statement on Form 8-A filed with the Commission on November 7, 2019 \(File No. 001-39130\), together with any amendment thereto filed with the Commission for the purpose of updating such description.](#)

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than information furnished under Item 2.02 or 7.01 of Form 8-K and exhibits accompanying such forms that relate to such items, unless such form expressly provides to the contrary) after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement 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 hereof from the date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any 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.

The following documents are filed as exhibits to this Registration Statement:

Exhibit Number	Description of Exhibit
<u>4.1</u>	<u>Fourth Amended and Restated Certificate of Incorporation of TELA Bio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39130) filed on November 19, 2019)</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws of TELA Bio, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-39130) filed on November 19, 2019)</u>
<u>4.3</u>	<u>Form of Certificate of Common Stock (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-234217) filed on October 29, 2019)</u>
<u>4.4</u>	<u>TELA Bio, Inc. 2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 (File No. 333-234217) filed on October 29, 2019)</u>
<u>4.5</u>	<u>TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 001-39130) filed on June 8, 2020)</u>
<u>5.1*</u>	<u>Opinion of Troutman Pepper Hamilton Sanders LLP as to the legality of the securities being registered</u>
<u>23.1*</u>	<u>Consent of KPMG LLP, independent registered public accounting firm for TELA Bio, Inc.</u>
<u>23.2*</u>	<u>Consent of Troutman Pepper Hamilton Sanders LLP (contained in Exhibit 5.1)</u>
<u>24.1*</u>	<u>Powers of Attorney (included on the signature page of the Registration Statement)</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Borough of Malvern, Commonwealth of Pennsylvania, on this 13th day of August, 2020.

TELA BIO, INC.

By: /s/ Antony Koblisch

Antony Koblisch

President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Antony Koblisch and Nora Brennan, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her 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 Commission, granting unto said attorney-in-fact, proxy, 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 for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Antony Koblisch</u> Antony Koblisch	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2020
<u>/s/ Nora Brennan</u> Nora Brennan	Chief Financial Officer (Principal Financial and Accounting Officer)	August 13, 2020
<u>/s/ Doug Evans</u> Doug Evans	Chairman, Board of Directors	August 13, 2020
<u>/s/ Kurt Azarbazin</u> Kurt Azarbazin	Director	August 13, 2020
<u>/s/ Vince Burgess</u> Vince Burgess	Director	August 13, 2020
<u>/s/ Lisa Colleran</u> Lisa Colleran	Director	August 13, 2020
<u>/s/ Federica O'Brien</u> Federica O'Brien	Director	August 13, 2020
<u>/s/ Adele Oliva</u> Adele Oliva	Director	August 13, 2020



3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799
215.981.4000
Fax 215.981.4750

August 13, 2020

Board of Directors
TELA Bio, Inc.
1 Great Valley Parkway, Suite 24
Malvern, PA 19355

Ladies and Gentlemen:

We are acting as counsel to TELA Bio, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation and filing of its registration statement on Form S-8 (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**"), relating to the registration of 555,343 shares of common stock, par value \$0.001 per share, of the Company (the "**Shares**"), which may be issued pursuant to the Company's Amended and Restated 2019 Equity Incentive Plan (the "**A&R 2019 Plan**"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including telecopies). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "**DGCL**"), and we express no opinion with respect to any other laws.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.



TELA Bio, Inc.
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Based upon, subject to and limited by the foregoing, we are of the opinion as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the A&R 2019 Plan, assuming in each case that the individual issuances, grants or awards under the A&R 2019 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the A&R 2019 Plan (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ TROUTMAN PEPPER HAMILTON SANDERS LLP

TROUTMAN PEPPER HAMILTON SANDERS LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
TELA Bio, Inc.:

We consent to the use of our report incorporated by reference herein.

/s/ KPMG LLP

Philadelphia, Pennsylvania
August 13, 2020
