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

**FORM S-8
REGISTRATION STATEMENT**
Under
The Securities Act of 1933

RECURSION PHARMACEUTICALS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-4099738
(I.R.S. Employer
Identification Number)

**41 S Rio Grande Street
Salt Lake City, UT 84101**
(Address of principal executive offices, including zip code)

**2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full title of the plans)

**Christopher Gibson
Chief Executive Officer
Recursion Pharmaceuticals, Inc.
41 S Rio Grande Street
Salt Lake City, UT 84101
(385) 269-0203**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Patrick J. Schultheis
Philip H. Oettinger
Jeana S. Kim**

Wilson Sonsini Goodrich & Rosati,
Professional Corporation
701 Fifth Avenue, Suite 5100
Seattle, WA 98104
(206) 883-2500

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 to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) registers additional shares of Class A common stock of Recursion Pharmaceuticals, Inc. (the “Registrant”) under its 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan for which (i) a registration statement (No. 333-255315) on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on April 16, 2021 and (ii) a registration statement (No. 333-264847) on Form S-8 was filed with the Commission on May 10, 2022 (together, the “Previous Forms S-8”). Pursuant to General Instruction E to Form S-8, the contents of the Previous Forms S-8, including periodic reports filed after the Previous Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed with the Commission on February 27, 2023 (the “Annual Report”);
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s Class A common stock contained in the Company’s Registration Statement on [Form 8-A](#) (File No. 001-40323) filed with the Commission on April 12, 2021, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 which 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	Exhibit Description	Form	Incorporated by Reference		Filing Date
			File No.	Exhibit	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-40323	3.1	April 21, 2021
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-40323	3.2	April 21, 2021
4.3	Specimen Class A common stock certificate of the Registrant	S-1/A	333-254576	4.2	April 15, 2021
4.4	2021 Equity Incentive Plan and forms of agreements thereunder	10-K	001-40323	10.3	February 27, 2023
4.5	2021 Employee Stock Purchase Plan and forms of agreements thereunder	S-1/A	333-254576	10.4	April 15, 2021
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation				
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)				
24.1*	Power of Attorney (contained on signature page hereto)				
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 Salt Lake City, State of Utah, on May 8, 2023.

RECURSION PHARMACEUTICALS, INC.

By: /s/ Christopher Gibson
Christopher Gibson
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Christopher Gibson and Michael Secora, 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 on Form S-8 (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, proxy and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all the 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 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.

Signature	Title	Date
/s/ Christopher Gibson Christopher Gibson	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	May 8, 2023
/s/ Michael Secora Michael Secora	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	May 8, 2023
/s/ Zachary Bogue Zachary Bogue	Director	May 8, 2023
/s/ Blake Borgeson Blake Borgeson	Director	May 8, 2023
/s/ Terry-Ann Burrell Terry-Ann Burrell	Director	May 8, 2023
/s/ R. Martin Chavez R. Martin Chavez	Chair of the Board	May 8, 2023
/s/ Zavain Dar Zavain Dar	Director	May 8, 2023
/s/ Robert Hershberg Robert Hershberg	Director	May 8, 2023
/s/ Dean Li Dean Li	Director	May 8, 2023

Calculation of Filing Fee Tables

Form S-8 (Form Type)

Recursion Pharmaceuticals, 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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.00001 par value per share, reserved for issuance under the 2021 Equity Incentive Plan	457(c) and 457(h)	9,551,143 ⁽²⁾	\$5.16 ⁽⁴⁾	\$49,283,897.88	\$110.20 per \$1,000,000	\$5,432
Equity	Class A Common Stock, \$0.00001 par value per share, reserved for issuance under the 2021 Employee Stock Purchase Plan	457(c) and 457(h)	1,910,228 ⁽³⁾	\$4.39 ⁽⁵⁾	\$8,385,900.92	\$110.20 per \$1,000,000	\$925
Total Offering Amounts					\$57,669,798.80		\$6,357
Total Fee Offsets							–
Net Fee Due							\$6,357

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional shares of the Registrant’s Class A Common Stock that become issuable under the 2021 Equity Incentive Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Class A Common Stock.
- (2) Represents an automatic annual increase of 9,551,143 shares of Class A Common Stock on January 1, 2023 to the number of shares of the Registrant’s Class A Common Stock reserved for issuance under, and which annual increase is provided for in, the 2021 Plan pursuant to an “evergreen” provision contained in the 2021 Plan.
- (3) Represents an automatic annual increase of 1,910,228 shares of Class A Common Stock on January 1, 2023 to the number of shares of the Registrant’s Class A Common Stock reserved for issuance under, and which annual increase is provided for in, the 2021 ESPP pursuant to an “evergreen” provision contained in the 2021 ESPP.
- (4) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$5.16 per share, which is the average of the high and low prices of the Registrant’s Class A Common Stock on May 5, 2023, as reported on the NASDAQ Global Select Market.
- (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$5.16 per share, which is the average of the high and low prices of Registrant’s Class A Common Stock on May 5, 2023, as reported on the NASDAQ Global Select Market. Pursuant to the 2021 ESPP, the purchase price of the shares of Class A Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value of a share of Class A Common Stock on the last trading day prior to the first trading day of each offering period or on the last trading day prior to the exercise period.

May 8, 2023

Recursion Pharmaceuticals, Inc.
41 S Rio Grande Street
Salt Lake City, Utah 84101**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Recursion Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended, of an aggregate of 11,461,371 shares of your Class A common stock, par value \$0.00001 per share (the "Shares"), consisting of: (i) 9,551,143 shares of Class A common stock to be issued under the 2021 Equity Incentive Plan (the "2021 EIP") and (ii) 1,910,228 shares of Class A common stock to be issued under the 2021 Employee Stock Purchase Plan (the "2021 ESPP," and together with the 2021 EIP, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of Recursion Pharmaceuticals, Inc. of our reports dated February 27, 2023, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of Recursion Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, Utah
May 8, 2023