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

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

Talis Biomedical Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-3211155
(I.R.S. Employer
Identification No.)

**1100 Island Drive
Suite 101
Redwood City, California**
(Address of Principal Executive Offices)

94065
(Zip Code)

**Talis Biomedical Corporation 2021 Equity Incentive Plan
Talis Biomedical Corporation 2021 Employee Stock Purchase Plan**
(Full titles of the plan)

**Rebecca L. Markovich
Interim Chief Financial Officer
Talis Biomedical Corporation
1100 Island Drive, Suite 101
Redwood City, California 94065
(650) 433-3000**

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

Copy to:
**Michael Dunn
Seyfarth Shaw LLP
700 Milam Street, Suite 1400
Houston, TX 77002
(713) 225-2300**

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 checked="" 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 (this "Registration Statement") is filed by the Registrant for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered its shares of common stock, par value \$0.0001 per share, for issuance under the Registrant's 2021 Equity Incentive Plan and the Registrant's 2021 Employee Stock Purchase Plan under the Registrant's Registration Statements on Form S-8 (the "Prior Registration Statements") filed with the Securities and Exchange Commission (the "SEC") on [February 17, 2021](#) (File No. 333-253218) and August 2, 2022 (File No. 333-266470).

On July 5, 2023, the Company effected a 1-for-15 reverse stock split (the "Reverse Stock Split"). As a result of the Reverse Stock Split, for every fifteen (15) outstanding shares of common stock before the Reverse Stock Split represents one (1) share of common stock after the Reverse Stock Split. On a pre-split basis, we had 26,795,800 and 26,408,031 shares of common stock issued and outstanding as of December 31, 2022 and 2021, respectively. On a post-split basis, we had 1,811,396 and 1,785,476 shares of common stock issued and outstanding as of December 31, 2022 and 2021, respectively. The number of shares of common stock into which shares of the Company's preferred stock may be converted will be proportionately adjusted for the Reverse Stock Split.

Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by references the contents of the Prior Registration Statements.

ITEM 8. EXHIBITS.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 17, 2021).
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on July 5, 2023).
3.3	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 17, 2021).
4.4	Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-252360), filed with the SEC on February 8, 2021).
5.1	Opinion of Seyfarth Shaw LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Seyfarth Shaw LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1	Talis Biomedical Corporation 2021 Equity Incentive Plan, as amended, and Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise thereunder (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on August 2, 2022).
99.2	Talis Biomedical Corporation 2021 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on August 2, 2022).
107	Calculation of Filing Fee Table

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 Redwood City, State of California, on the 10th day of August, 2023.

TALIS BIOMEDICAL CORPORATION

By: /s/ Rebecca L. Markovich
Rebecca L. Markovich
Interim Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Kelley and Rebecca L. Markovich, 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 his or her name, place or stead, 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 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 and about the premises, 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 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Kelley</u> Robert J. Kelley	Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	August 10, 2023
<u>/s/ Rebecca L. Markovich</u> Rebecca L. Markovich	Interim Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 10, 2023
<u>/s/ Kimberly Popovits</u> Kimberly Popovits	Member of the Board of Directors	August 10, 2023
<u>/s/ Raymond Cheong, M.D., Ph.D.</u> Raymond Cheong, M.D., Ph.D.	Member of the Board of Directors	August 10, 2023
<u>/s/ Heiner Dreismann, Ph.D.</u> Heiner Dreismann, Ph.D.	Member of the Board of Directors	August 10, 2023
<u>/s/ Melissa Gilliam, Ph.D., M.P.H.</u> Melissa Gilliam, Ph.D., M.P.H.	Member of the Board of Directors	August 10, 2023
<u>/s/ Rustem F. Ismagilov, Ph.D.</u> Rustem F. Ismagilov, Ph.D.	Member of the Board of Directors	August 10, 2023
<u>/s/ Matt Posard</u> Matt Posard	Member of the Board of Directors	August 10, 2023

Seyfarth Shaw LLP

700 Milam Street
Houston, TX 77002
mdunn@seyfarth.com
T (713) 238-1817

www.seyfarth.com

August 10, 2023

Talis Biomedical Corporation
1100 Island Drive, Suite 101
Redwood City, California 94065

Ladies and Gentlemen:

We are acting as counsel to Talis Biomedical Corporation, a Delaware corporation (the “Company”), in connection with the filing with the Securities and Exchange Commission of a registration statement on Form S-8 (the “Registration Statement”), registering 190,115 shares (the “Registered Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), for issuance and delivery pursuant to the Company’s 2021 Equity Incentive Plan and the Company’s 2021 Employee Stock Purchase Plan (collectively, the “Plans”).

In our capacity as your counsel in connection with the Registration Statement, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Plans and the Registered Shares and, for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. In addition, we have made such legal and factual examinations and inquiries, including examination of originals or copies of originals, certified or otherwise identified to our satisfaction, of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact material to the opinions set forth herein and with respect to such factual matters we have relied upon certificates of, or communications with, officers of the Company and others.

In our examination of the relevant documents, we have assumed the genuineness of all signatures, the legal competence of all natural persons, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Except as otherwise set forth herein, the opinions set forth below are limited to the laws of the State of Delaware and the laws of the United States of America, and we express no opinion with respect to state securities laws or regulations.

Based upon and subject to the foregoing, it is our opinion that: (i) the Registered Shares have been duly authorized; (ii) upon issuance of the Registered Shares against consideration therefore pursuant to the terms and conditions set forth in the Plans, the Registered Shares will be legally issued, fully-paid and non-assessable shares of Common Stock of the Company under the laws of the State of Delaware.

We consent to the use of this opinion as an exhibit to the Registration Statement and any amendments thereto. This opinion letter is given to you for use in connection with the issuance of the Registered Shares in accordance with the Registration Statement and is not to be relied on for any other purpose. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registered Shares or the Registration Statement.

Very truly yours,

/s/ Seyfarth Shaw LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of Talis Biomedical Corporation of our report dated March 22, 2023, with respect to the financial statements of Talis Biomedical Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois
August 10, 2023

Calculation of Filing Fee Table

Form S-8

(Form Type)

Talis Biomedical Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Fees to be paid	Equity	Common Stock, par value \$0.0001 per share	Rule 457(c); and Rule 457(h)	190,115	\$7.44	\$1,414,455.60	0.00011020	\$155.87

- (1) This registration statement on Form S-8 (the "Registration Statement") covers (i) 190,115 shares of common stock of Talis Biomedical Corporation (the "Registrant") issuable pursuant to the Registrant's 2021 Equity Incentive Plan and the Registrant's 2021 Employee Stock Purchase Plan (collectively, the "Plans"), and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminate number of additional shares of common stock that may become issuable under the terms of the Plans by reason of any stock split, stock dividend, recapitalization or other similar transaction effected without the Registrant's receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of common stock. Additionally, pursuant to Rule 416(b) under the Securities Act, if prior to the completion of the distribution of the shares of common stock registered under this Registration Statement all shares of common stock are combined by a reverse share split into a lesser number of shares of common stock, the number of undistributed shares of common stock covered by this Registration Statement shall be proportionately reduced.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, and based upon the average of the high (\$7.52) and low (\$7.36) prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on August 4, 2023, which date is within five business days prior to filing this Registration Statement.