

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

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

**ACUMEN PHARMACEUTICALS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**36-4108129**  
(I.R.S. Employer  
Identification No.)

427 Park St.  
Charlottesville, VA 22902  
(434) 297-1000  
(Address of principal executive offices) (Zip code)

Acumen Pharmaceuticals, Inc. 2013 Amended and Restated Stock Performance Plan  
Acumen Pharmaceuticals, Inc. 2021 Equity Incentive Plan  
Acumen Pharmaceuticals, Inc. 2021 Employee Stock Purchase Plan  
(Full titles of the plans)

**Daniel O'Connell**  
Chief Executive Officer  
Acumen Pharmaceuticals, Inc.  
427 Park St.  
Charlottesville, VA 22902  
(434) 297-1000

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

*Copies to:*

**Darren DeStefano**  
**Katherine Denby**  
Cooley LLP  
11951 Freedom Dr. 14<sup>th</sup> Floor  
Reston, Virginia 20190  
(703) 456-8039

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," "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.

**CALCULATION OF REGISTRATION FEE**

Title 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, par value \$0.0001 per share				
– 2021 Equity Incentive Plan	3,550,000(2)(3)	\$16.00(7)	\$56,800,000	\$6,197
– 2021 Employee Stock Purchase Plan	375,000(4)(5)	\$13.60(8)	\$5,100,000	\$556
– 2013 Amended and Restated Stock Performance Plan	3,481,178(6)	\$1.17(9)	\$4,072,979	\$445
<b>Total</b>	<b>7,406,178</b>		<b>\$65,972,979</b>	<b>\$7,199</b>

- (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 Registrant’s common stock that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”), the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”) and the Registrant’s 2013 Amended and Restated Stock Performance Plan, as amended (the “**Prior Plan**”), 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 reserved for future issuance pursuant to stock options, restricted stock unit awards and other awards under the 2021 Plan.
- (3) The number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1st each year, starting on January 1, 2022, and continuing through January 1, 2031, by an amount equal to five percent (5%) of the total number of shares of the Registrant’s common stock outstanding on December 31st of the immediately preceding calendar year; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares.
- (4) Represents shares of common stock reserved for future issuance under the 2021 ESPP.
- (5) The number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1st of each year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s common stock outstanding on December 31st of the preceding calendar year, and (b) 800,000 shares of common stock; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that there will be no increase for such year or that the increase for such year will be a lesser number of shares.
- (6) Represents shares of common stock issuable upon exercise of stock options outstanding under the Prior Plan as of the date of this Registration Statement. To the extent outstanding awards under the Prior Plan terminate by expiration, forfeiture, cancellation or otherwise without the issuance of such shares, the shares of common stock subject to such awards instead will be available for future issuance under the 2021 Plan.
- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$16.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-256945), declared effective on June 30, 2021.
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$16.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-256945), declared effective on June 30, 2021, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price for outstanding options granted pursuant to the Prior Plan.

## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Acumen Pharmaceuticals, Inc. (the “**Registrant**”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The Registrant’s [prospectus](#) filed on July 2, 2021 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-256945), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.

(b) The description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A](#) filed on June 28, 2021 (File No. 001-40551) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.

(c) 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 4. DESCRIPTION OF SECURITIES

See the description of the Registrant’s common stock contained in the Registration Statement on Form S-1, as amended (File No. 333-256945).

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that became effective upon the closing of the Registrant’s initial public offering permits indemnification of the Registrant’s directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and the Registrant’s amended and restated bylaws that became effective upon the closing of the Registrant’s initial public offering provide that the Registrant will indemnify its directors and executive officers and permit the Registrant to indemnify its other officers, employees and other agents, in each case to the maximum extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS**

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>	S-1/A	333-256945	3.3	June 24, 2021
4.2	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	S-1/A	333-256945	3.4	June 24, 2021
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
23.2*	<a href="#">Consent of Ernst &amp; Young, LLP, independent registered public accounting firm.</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this registration statement).</a>				
99.1	<a href="#">2013 Amended and Restated Stock Performance Plan (as amended through November 20, 2020).</a>	S-1	333-256945	10.5	June 9, 2021
99.2	<a href="#">2021 Equity Incentive Plan and Forms of Option Grant Notice and Agreement, Exercise Notice, Early Exercise Notice and Restricted Stock Award Notice.</a>	S-1/A	333-256945	10.2	June 24, 2021
99.3	<a href="#">2021 Employee Stock Purchase Plan</a>	S-1/A	333-256945	10.4	June 24, 2021

\* Filed herewith

## ITEM 9. UNDERTAKINGS

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Charlottesville, Commonwealth of Virginia, on July 2, 2021.

### ACUMEN PHARMACEUTICALS, INC.

By: /s/ Daniel O'Connell

Daniel O'Connell  
Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Daniel O'Connell and William Matthew Zuga, 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 to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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, 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/ Daniel O'Connell</u> Daniel O'Connell	Chief Executive Officer and Director (Principal Executive Officer)	July 2, 2021
<u>/s/ William Matthew Zuga</u> William Matthew Zuga	Chief Financial Officer and Chief Business Officer (Principal Financial and Accounting Officer)	July 2, 2021
<u>/s/ Nathan B. Fountain</u> Nathan B. Fountain, M.D.	Director	July 2, 2021
<u>/s/ Jeffrey L. Ives</u> Jeffrey L. Ives, Ph.D.	Director	July 2, 2021
<u>/s/ Sean Stalfort</u> Sean Stalfort	Director	July 2, 2021
<u>/s/ Laura Stoppel</u> Laura Stoppel, Ph.D.	Director	July 2, 2021
<u>/s/ Jeffrey Sevigny</u> Jeffrey Sevigny, M.D.	Director	July 2, 2021



Darren K. DeStefano  
+1 703 456 8034  
ddestefano@cooley.com

July 2, 2021

Acumen Pharmaceuticals, Inc.  
427 Park St.  
Charlottesville, VA 22902

Ladies and Gentlemen:

We have acted as counsel to Acumen Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 7,406,178 shares (the "**Shares**") of Common Stock, par value \$0.0001 per share (the "**Common Stock**"), consisting of (a) 3,481,178 shares of Common Stock issuable pursuant to the Company's 2013 Amended and Restated Stock Performance Plan (as amended, the "**Existing Plan**"), (b) 3,550,000 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 EIP**") and (c) 375,000 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the Existing Plan and the 2021 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each of which is to be in effect immediately following closing of the Company's initial public offering, in the forms filed as Exhibits 3.3 and 3.4, respectively, to the Company's registration statement (No. 333-256945) on Form S-1, (d) the Plans, and (e) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other 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 by all persons other than by the Company of all documents 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 Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

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



Acumen Pharmaceuticals, Inc.  
July 2, 2021  
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By:         /s/ Darren K. DeStefano          
        Darren K. DeStefano

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



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated July 2, 2021, pertaining to the 2013 Amended and Restated Stock Performance Plan, the 2021 Equity Incentive Plan and the 2021 Employee Stock Purchase Plan of Acumen Pharmaceuticals, Inc. of our report dated April 9, 2021 (except for Note 10 as to which the date is June 23, 2021), with respect to the financial statements of Acumen Pharmaceuticals, Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-256945) and related Prospectus of Acumen Pharmaceuticals, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia

June 29, 2021