
**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, including zip code)

**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, address and telephone number, including area code, of agent for service)

Copies to:

**Darren DeStefano
Sarah Sellers
Katherine Denby
Cooley LLP
11951 Freedom Dr. 14th 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, 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 pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES**

Pursuant to General Instruction E of Form S-8, Acumen Pharmaceuticals, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “**Commission**”) for the purpose of registering (i) 2,023,663 additional shares of its common stock under the 2021 Equity Incentive Plan (the “**2021 Plan**”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 Plan on January 1, 2022, (ii) 18,148 additional shares of its common stock under the 2021 Plan pursuant to the provisions of the 2021 Plan providing that shares subject to outstanding stock options or other stock awards that were granted under the Registrant’s 2013 Amended and Restated Stock Performance Plan (the “**Prior Plan**”) that terminate or expire prior to exercise or settlement, are settled in cash, are forfeited or repurchased because of the failure to vest, or are reacquired or withheld to satisfy a tax withholding obligation or the purchase or exercise price in accordance with the terms of the Prior Plan become available for issuance under the 2021 Plan, and (iii) 404,732 additional shares of its common stock under the 2021 Employee Stock Purchase Plan (the “**2021 ESPP**,” and together with the 2021 Plan the “**Plans**”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 ESPP on January 1, 2022. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its common stock for issuance under the Plans on a Registration Statement on Form S-8 filed with the Commission on July 2, 2021 (File No. 333-257666). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above except as set forth below.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 28, 2022.
- (b) The description of the Registrant’s common stock which is contained in the Registrant’s 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**”), as updated by [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, 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 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference</u>			
		<u>Schedule Form</u>	<u>File Number</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-40551	3.1	July 7, 2021
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-40551	3.2	July 7, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of Ernst & Young, LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	2021 Equity Incentive Plan and Forms of Option Grant Notice and Agreement, Exercise Notice, Early Exercise Notice and Restricted Stock Award Notice.	S-1/A	333-256945	10.3	June 24, 2021
99.2	2021 Employee Stock Purchase Plan	S-1/A	333-256945	10.2	June 24, 2021
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 Charlottesville, Commonwealth of Virginia, on March 29, 2022.

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 one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, 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 or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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/ Daniel O'Connell</u> Daniel O'Connell	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 29, 2022
<u>/s/ William Matthew Zuga</u> William Matthew Zuga	Chief Financial Officer and Chief Business Officer <i>(Principal Financial and Accounting Officer)</i>	March 29, 2022
<u>/s/ Nathan B. Fountain</u> Nathan B. Fountain, M.D.	Director	March 29, 2022
<u>/s/ Jeffrey L. Ives</u> Jeffrey L. Ives, Ph.D.	Director	March 29, 2022
<u>/s/ Sean Stalfort</u> Sean Stalfort	Director	March 29, 2022
<u>/s/ Laura Stoppel</u> Laura Stoppel, Ph.D.	Director	March 29, 2022
<u>/s/ Jeffrey Sevigny</u> Jeffrey Sevigny, M.D.	Director	March 29, 2022



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

March 29, 2022

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

Ladies and Gentlemen:

We have represented Acumen Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 2,446,543 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share (the "**Common Stock**"), consisting of (a) 2,041,811 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 Plan**"), and (b) 404,732 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) 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 of all documents by all persons other than the Company 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 the 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).

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Acumen Pharmaceuticals, Inc.
March 29, 2022
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Darren DeStefano
Darren 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 March 29, 2022, pertaining to the Acumen Pharmaceuticals Inc. 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of our report dated March 28, 2022, with respect to the consolidated financial statements of Acumen Pharmaceuticals Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2021 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia
March 28, 2022

CALCULATION OF FILING FEE TABLES

Form S-8

Acumen Pharmaceuticals, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share, reserved for future issuance pursuant to the Registrant's 2021 Equity Incentive Plan	Other(4)	2,041,811(2)	\$4.88(4)	\$9,964,038	.0000927	\$924
Equity	Common stock, \$0.0001 par value per share, reserved for future issuance pursuant to the Registrant's 2021 Employee Stock Purchase Plan	Other(5)	404,732(3)	\$4.15(5)	\$1,679,638	.0000927	\$156
Total Offering Amounts					\$11,643,675	—	\$1,080
Total Fees Previously Paid					—	—	—
Total Fee Offsets					—	—	—
Net Fee Due					—	—	\$1,080

- (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 common stock of Acumen Pharmaceuticals, Inc. (the “**Registrant**”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”) 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 the Registrant’s common stock, as applicable.
- (2) Represents (i) 2,023,663 shares of common stock that were added to the shares reserved for future issuance under the 2021 Plan on January 1, 2022, pursuant to an evergreen provision contained in the 2021 Plan and (ii) 18,148 shares of common stock that were added to the shares reserved for future issuance under the 2021 Plan as a result of forfeited options outstanding under the Registrant’s 2013 Amended and Restated Stock Performance Plan (the “**Prior Plan**”). Pursuant to the evergreen provision contained in the 2021 Plan, the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1 of each year for a period of 10 years, beginning on January 1, 2022 and continuing through (and including) January 1, 2031, in an amount equal to 5% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the immediately preceding year, except that, before the date of any such increase, the Registrant’s board of directors may determine that the increase for such year will be a lesser number of shares. Further, the 2021 Plan provides that shares subject to outstanding stock options or other stock awards that were granted under the Prior Plan that terminate or expire prior to exercise or settlement, are settled in cash, are forfeited or repurchased because of the failure to vest, or are reacquired or withheld to satisfy a tax withholding obligation or the purchase or exercise price in accordance with the terms of the Prior Plan become available for issuance under the 2021 Plan.
- (3) Represents shares of common stock that were added to the shares reserved for future issuance under the 2021 ESPP on January 1, 2022, pursuant to an evergreen provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1 of each year for a period of 10 years, beginning on January 1, 2022 and continuing through (and including) January 1, 2031, by the lesser of (a) 1% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the immediately preceding year and (b) 800,000 shares, except that, before the date of any such increase, the Registrant’s board of directors may determine that the increase for such year will be less than the amount set forth in clauses (a) and (b).
- (4) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$4.88 per share, which is the average of the high and low selling prices per share of the Registrant’s common stock on March 28, 2022 as reported on the Nasdaq Global Select Market.
- (5) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$4.15 which is the average of the high and low selling prices per share of the Registrant’s common stock on March 28, 2022 as reported on the Nasdaq Global Select Market multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.