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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Akoya Biosciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

47-5586242
(I.R.S. Employer
Identification No.)

100 Campus Drive, 6th Floor
Marlborough, MA
(Address of principal executive offices)

01752
(Zip code)

Akoya Biosciences, Inc. 2021 Equity Incentive Plan
Akoya Biosciences, Inc. 2021 Employee Stock Purchase Plan
(Full title of the plan)

Brian McKelligon
Chief Executive Officer
Akoya Biosciences, Inc.
100 Campus Drive, 6th Floor
Marlborough, MA 01752
(855) 896-8401
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Patrick O'Malley, Esq.
DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, CA 92121
Tel: (858) 677-1400
Fax: (858) 677-1401

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 Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional (i) 1,871,205 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2021 Equity Incentive Plan; and (ii) 187,120 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2021 Employee Stock Purchase Plan, which are the same class as those securities previously registered on effective Form S-8 filed with the Securities and Exchange Commission on April 23, 2021 (File No. 333-255468). The contents of that Registration Statement, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>4.1(1)</u>	<u>Amended and Restated Certificate of Incorporation of the Registrant.</u>
<u>4.2(2)</u>	<u>Amended and Restated Bylaws of the Registrant.</u>
<u>5.1</u>	<u>Opinion of DLA Piper LLP (US).</u>
<u>23.1</u>	<u>Consent of RSM US LLP, an independent registered public accounting firm.</u>
<u>23.2</u>	<u>Consent of DLA Piper LLP (US) (filed as a part of Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (contained on signature page).</u>
<u>99.1(3)#</u>	<u>2021 Equity Incentive Plan and forms of award agreements thereunder.</u>
<u>99.2(4)#</u>	<u>2021 Employee Stock Purchase Plan.</u>
<u>107</u>	<u>Filing Fee Exhibit.</u>

- (1) Previously filed as Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-254760), originally filed with the Commission on March 26, 2021, as amended, and incorporated herein by reference.
- (2) Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-254760), originally filed with the Commission on March 26, 2021, as amended, and incorporated herein by reference.
- (3) Previously filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-254760), originally filed with the Commission on March 26, 2021, as amended, and incorporated herein by reference.
- (4) Previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-254760), originally filed with the Commission on March 26, 2021, as amended, and incorporated herein by reference.

Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Marlborough, State of Massachusetts, on March 14, 2022.

AKOYA BIOSCIENCES, INC.

By: /s/ Brian McKelligon
Brian McKelligon
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose individual signature appears below hereby authorizes and appoints Brian McKelligon and Joseph Driscoll, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his true and lawful attorney-in-fact and agent to act in his name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file 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, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

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/ Brian McKelligon</u> Brian McKelligon	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2022
<u>/s/ Joseph Driscoll</u> Joseph Driscoll	Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2022
<u>/s/ Robert Shepler</u> Robert Shepler	Chairman of the Board	March 14, 2022
<u>/s/ Garry Nolan, PhD</u> Garry Nolan, PhD	Director	March 14, 2022
<u>/s/ Thomas Raffin, MD</u> Thomas Raffin, MD	Director	March 14, 2022
<u>/s/ Thomas P. Schnettler</u> Thomas P. Schnettler	Director	March 14, 2022
<u>/s/ Scott Mendel</u> Scott Mendel	Director	March 14, 2022
<u>/s/ Matthew Winkler, PhD</u> Matthew Winkler, PhD	Director	March 14, 2022
<u>/s/ Myla Lai-Goldman, MD</u> Myla Lai-Goldman, MD	Director	March 14, 2022

DLA Piper LLP (US)
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www.dlapiper.com

March 14, 2022

Akoya Biosciences, Inc.
100 Campus Drive, 6th Floor
Marlborough, MA 01752

Ladies and Gentlemen:

We have acted as legal counsel for Akoya Biosciences, Inc., a Delaware corporation (the “Company”), in connection with a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of an aggregate of 2,058,325 shares of common stock, \$0.0001 par value, of the Company (the “Common Stock”), including (i) 1,871,205 shares of Common Stock (the “EIP Shares”) pursuant to the Company’s 2021 Equity Incentive Plan (the “2021 EIP”) and (ii) 187,120 shares of Common Stock (the “ESPP Shares”) and, together with the EIP Shares, the “Shares”) pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “ESPP”) and, together with the 2021 EIP, the “Plans”).

In connection herewith, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the Plans, the Amended and Restated Certificate of Incorporation of the Company, and the Amended and Restated Bylaws of the Company as currently in effect and minutes of all pertinent meetings and actions of the Board of Directors of the Company.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plans. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of common stock for issuance under the Plans. We have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plans, as applicable, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plans.

We do not express any opinion herein concerning any law other than the laws of the State of Delaware General Corporation Law and the federal law of the United States. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws be changed by legislative action, judicial decision or otherwise, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that the issuance of the Shares has been duly authorized and, when issued, delivered and fully paid for in accordance with the terms of the Registration Statement and the Plans, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Akoya Biosciences, Inc. of our report dated March 14, 2022, relating to the consolidated financial statements of Akoya Biosciences, Inc. and its subsidiary, appearing in the Annual Report on Form 10-K of Akoya Biosciences, Inc. for the year ended December 31, 2021.

/s/ RSM US LLP

Boston, Massachusetts
March 14, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Akoya Biosciences, 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	Common Stock, \$0.00001 par value per share	Other	1,871,205 ⁽²⁾	\$ 10.09 ⁽⁴⁾	\$ 18,880,458.45	\$ 92.70 per \$ 1,000,000	\$ 1,750.22
Equity	Common Stock, \$0.00001 par value per share	Other	187,120 ⁽³⁾	\$ 8.58 ⁽⁵⁾	\$ 1,605,489.60	\$ 92.70 per \$ 1,000,000	\$ 148.83
Total Offering Amounts					\$ 20,485,948.05		\$ 1,899.05
Total Fee Offsets							-
Net Fee Due							\$ 1,899.05

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock (the “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.
- (2) Represents 1,871,205 shares of Common Stock that became available for issuance on January 1, 2022 under the 2021 Plan pursuant to an evergreen provision of the 2021 Plan. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2021 Plan on January 1 of each calendar year, from January 1, 2022 through January 1, 2030. The number of shares added each year will be equal to: (a) 5% of the total number of shares of common stock issued and outstanding on December 31 of the preceding calendar year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant’s board of directors (the “Board”) for the applicable year.
- (3) Represents 187,120 shares of Common Stock that became available for issuance on January 1, 2022 under the 2021 ESPP pursuant to an evergreen provision of the 2021 ESPP. The 2021 ESPP provides that an additional number of shares will automatically be added to the shares authorized for issuance under the 2021 ESPP on January 1 of each calendar year, from January 1, 2022 through January 1, 2030. The number of shares of Common Stock added each year will be equal to the lesser of: (a) 0.5% of the total number of shares of common stock issued and outstanding on December 31 of the preceding calendar year; or (b) a lesser number of shares of Common Stock as is determined by the Board for the applicable year.

- (4) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457 under the Securities Act and based on the average of the high and low prices per share of the Registrant's common stock on March 8, 2022 as reported on the NASDAQ Global Select Market.
 - (5) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457 under the Securities Act and based on the average of the high and low sales prices per share of the Registrant's common stock on March 8, 2022 as reported on the NASDAQ Global Select Market, multiplied by 85%. Pursuant to the 2021 ESPP, the purchase price of a share is 85% of the fair market value of the lower of the Registrant's common stock on the Offering Date or the Purchase Date (as such terms are defined in the 2021 ESPP).
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