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

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

52-2210438
(IRS employer
identification number)

**22 Firstfield Road, Suite 110
Gaithersburg, Maryland**
(Address of Principal Executive Offices)

20878
(Zip Code)

Long-Term Incentive Plan
(Full titles of the plans)

Doug Doerfler
President and Chief Executive Officer
MaxCyte, Inc.
22 Firstfield Road, Suite 110
Gaithersburg, Maryland 20878
(301) 944-1700

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

Copies to:

Maher Masoud
EVP and General Counsel
MaxCyte, Inc.
22 Firstfield Road, Suite 110
Gaithersburg, Maryland 20878
(301) 944-1700

Brian F. Leaf
Christian E. Plaza
Katie A. Kazem
Cooley LLP
One Freedom Square
Reston Town Center
11951 Freedom Drive
Reston, Virginia 20190
(703) 456-8000

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

Smaller reporting company
Accelerated filer
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.

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
Long-Term Incentive Plan (options) (Common stock, \$0.01 par value per share)	16,162,850 ⁽²⁾	\$ 15.39 ⁽³⁾	\$ 248,746,262 ⁽³⁾	\$ 27,138.22

- (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 common stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of MaxCyte’s (the “**Registrant**”) outstanding shares of common stock, par value \$0.01 per share (the “**Common Stock**”).
- (2) Represents (i) 12,360,515 shares of Common Stock reserved for issuance upon the exercise of outstanding options granted under the Registrant’s Long-Term Incentive Plan, as amended (the “**LTIP**”), and (ii) 3,802,335 shares Common Stock reserved for future grant under the LTIP.
- (3) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on The Nasdaq Global Select Market on August 4, 2021.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

MaxCyte, Inc. (the “**Registrant**”) hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- (a) the Registrant’s prospectus dated July 29, 2021, filed on July 30, 2021 pursuant to Rule 424(b) under the Securities Act relating to the [Registration Statement on Form S-1, as amended \(File No. 333-257810\)](#), which contains audited financial statements for the Registrant’s latest fiscal year, for which such statements have been filed; and
- (b) the description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A \(File No. 001-40674\) filed with the Commission on July 27, 2021](#), under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. 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 herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

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 fifteenth amended and restated certificate of incorporation 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 provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its 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 the Registrant 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 MaxCyte, Inc., 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 MaxCyte, Inc. At present, there is no pending litigation or proceeding involving a director or officer of MaxCyte, Inc. 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 capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Exhibit Description
4.1	Fifteenth Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-257810), filed with the Commission on July 26, 2021).
4.2	Amended and Restated Bylaws, as currently in effect (incorporated herein by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-257810), filed with the Commission on July 9, 2021).
4.4	Form of Amended and Restated Bylaws, to be in effect immediately prior to the completion of the Registrant's initial public offering (incorporated herein by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-257810), filed with the Commission on July 26, 2021).
5.1	Opinion of Cooley LLP.
23.1	Consent of CohnReznick LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this registration statement).
99.1	MaxCyte, Inc. Long-Term Incentive Plan, as amended, and forms of agreements thereunder (incorporated herein by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-257810), filed with the Commission on July 9, 2021).

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

1. 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; and
 - (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)(1)(i) and (A)(1)(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.

2. 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.
 3. 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.
- B. 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.
- C. 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 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.
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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 Gaithersburg, Maryland, on August 5, 2021.

MaxCyte, Inc.

By: /s/ Doug Doerfler

Doug Doerfler

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Doug Doerfler and Maher Masoud and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and 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 their or his or her substitutes or 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
<u>/s/ Doug Doerfler</u> Doug Doerfler	President, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2021.
<u>/s/ Amanda Murphy</u> Amanda Murphy	Chief Financial Officer (Principal Financial Officer)	August 5, 2021
<u>/s/ Ron Holtz</u> Ron Holtz	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 5, 2021
<u>/s/ J. Stark Thompson, PhD</u> J. Stark Thompson, PhD	Chairman of the Board of Directors	August 5, 2021
<u>/s/ Yasir Al-Wakeel, BM BCh</u> Yasir Al-Wakeel, BM BCh	Director	August 5, 2021
<u>/s/ Will Brooke</u> Will Brooke	Director	August 5, 2021
<u>/s/ Richard Douglas, PhD</u> Richard Douglas, PhD	Director	August 5, 2021
<u>/s/ Stanley C. Erck</u> Stanley C. Erck	Director	August 5, 2021
<u>/s/ Rekha Hemrajani</u> Rekha Hemrajani	Director	August 5, 2021
<u>/s/ John Johnston</u> John Johnston	Director	August 5, 2021
<u>/s/ Art Mandell</u> Art Mandell	Director	August 5, 2021

Brian F. Leaf
+1 703 456 8053
bleaf@cooley.com

August 5, 2021

MaxCyte, Inc.
22 Firstfield Road, Suite 110
Gaithersburg, Maryland 20878

Ladies and Gentlemen:

We have acted as counsel to MaxCyte, 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 16,162,850 shares (the “*Shares*”) of Common Stock, par value \$0.01 per share (the “*Common Stock*”) issuable pursuant to the Company’s Long-Term Incentive Plan (as amended, the “*LTIP*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company’s Fifteenth Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the form of the Company’s Amended and Restated Bylaws, which is to be in effect immediately following closing of the Company’s U.S. initial public offering, in the form filed as Exhibit 3.3 to the Company’s registration statement (No. 333-257810) on Form S-1, (d) the LTIP 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 LTIP, the Registration Statement and related prospectus, 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).

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

Cooley LLP Reston Town Center 11951 Freedom Drive 14th Floor Reston, VA 20190-5656
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MaxCyte, Inc.
August 5, 2021
Page Two

Sincerely,

Cooley LLP

By: /s/ Brian F. Leaf
Brian F. Leaf

Cooley LLP Reston Town Center 11951 Freedom Drive 14th Floor Reston, VA 20190-5656
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of MaxCyte, Inc. of our report dated April 20, 2021, on our audits of the consolidated financial statements of MaxCyte, Inc. as of December 31, 2020 and 2019 and for the years then ended which appears in MaxCyte, Inc.'s Registration on Form S-1, as amended (File No. 333-257810).

/s/CohnReznick LLP

Tysons, Virginia
July 30, 2021
