

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

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

SIGHT SCIENCES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

80-0625749
(IRS Employer
Identification No.)

**4040 Campbell Avenue, Suite 100
Menlo Park, CA 94025**
(Address of principal executive offices) (Zip code)

**Sight Sciences, Inc. 2021 Incentive Award Plan
Sight Sciences, Inc. 2021 Employee Stock Purchase Plan**
(Full title of the plans)

Paul Badawi
President and Chief Executive Officer
Sight Sciences, Inc.
4040 Campbell Avenue, Suite 100
Menlo Park, CA 94025
(877) 266-1144
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Ryan C. Wilkins, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000

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" and "smaller reporting company," and (emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-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

The Registrant is filing this Registration Statement for the purpose of registering:

- an additional 2,375,235 shares of Common Stock to be issued pursuant to the Sight Sciences, Inc. 2021 Incentive Award Plan (the “2021 Equity Plan”) (resulting from an automatic annual increase as of January 1, 2022 pursuant to the “evergreen” provision of the 2021 Equity Plan);
- an additional 475,704 shares of Common Stock to be issued pursuant to the Sight Sciences, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) (resulting from an automatic annual increase as of January 1, 2022 pursuant to the “evergreen” provision of the 2021 ESPP);
- an additional 2,414,907 shares of Common Stock to be issued pursuant to the 2021 Equity Plan (resulting from an automatic annual increase as of January 1, 2023 pursuant to the “evergreen” provision of the 2021 Equity Plan); and
- an additional 482,981 shares of Common Stock to be issued pursuant to the 2021 ESPP (resulting from an automatic annual increase as of January 1, 2023 pursuant to the “evergreen” provision of the 2021 ESPP).

These shares being registered pursuant to this Registration Statement are the same class as other securities for which the following registration statement (the “Prior Registration Statement”) relating to the 2021 Equity Plan and the 2021 ESPP was filed with the Securities and Exchange Commission (the “SEC”): Form S-8 filed with the SEC on July 7, 2021 (File No. 333-257936).

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the SEC by Sight Sciences, Inc. (the “Registrant”), pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on March 16, 2023;
- (b) the Registrant’s Current Report on [Form 8-K](#) filed with the SEC on January 9, 2023, to the extent such information is filed and not furnished; and
- (c) the description of the Registrant’s Common Stock set forth in the registration statement on [Form 8-A](#) (File No. 001-40587) registering the Registrant’s Common Stock under Section 12 of the Exchange Act, which was filed with the SEC on July 8, 2021, including any amendments or reports filed for purposes of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to 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 hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or 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 amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement, except as to such specific section of such statements as set forth therein.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

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 102 of the General Corporation Law of the State of Delaware (the "DGCL") permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The Registrant's certificate of incorporation provides that no director of the Registrant shall be personally liable to it or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he or she was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Registrant's certificate of incorporation provides that the Registrant will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of it) by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at the Registrant's request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant's best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The Registrant's certificate of incorporation provides that the Registrant will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of the Registrant to procure a judgment in the Registrant's favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at the Registrant's request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant's best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Registrant, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnitee has been successful, on the merits or otherwise, he or she will be indemnified by the Registrant against all expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Expenses must be advanced to an Indemnitee under certain circumstances.

The Registrant has entered into indemnification agreements with each of the Registrant's directors and executive officers. These indemnification agreements may require the Registrant, among other things, to indemnify its directors and executive officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of his or her service as one of the Registrant's directors or executive officers, or any other company or enterprise to which the person provides services at the Registrant's request.

The Registrant maintains a general liability insurance policy that covers certain liabilities of directors and officers of the Registrant's corporation arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Date</u>	<u>Number</u>	
3.1	Restated Certificate of Incorporation of Sight Sciences, Inc.	8-K	07/19/2021	3.1	
3.2	Amended and Restated Bylaws of Sight Sciences, Inc.	8-K	07/19/2021	3.2	
4.1	Specimen Stock Certificate.	S-1/A	07/08/2021	4.2	
4.2	Description of Capital Stock.	10-K	03/16/2023	4.3	
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.				X
23.1	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in Exhibit 5.1).				X
23.2	Consent of Deloitte & Touche LLP.				X
24.1	Power of Attorney (incorporated by reference to the signature page).				X
99.1	Sight Sciences, Inc. 2021 Incentive Award Plan.	S-1/A	07/08/2021	10.2	
99.2	Sight Sciences, Inc. 2021 Employee Stock Purchase Plan.	S-1/A	07/08/2021	10.4	
107.1	Filing Fee Table.				X

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 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) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic 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 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(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 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) 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.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Menlo Park, State of California, on the 16th day of March, 2023.

SIGHT SCIENCES, INC.

By: /s/ Paul Badawi

Paul Badawi

President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Paul Badawi and Jim Rodberg, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), 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 or necessary to be done in and about the premises, as full to all intents and purposes as he 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 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 held on the dates indicated.

<i>Name and Signature</i>	<i>Title</i>	<i>Date</i>
/s/ Paul Badawi Paul Badawi	President, Chief Executive Officer and Director (Principal Executive Officer)	March 16, 2023
/s/ Jim Rodberg Jim Rodberg	Interim Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	March 16, 2023
/s/ Staffan Encrantz Staffan Encrantz	Chairman of the Board of Directors	March 16, 2023
/s/ David Badawi David Badawi, M.D.	Director	March 16, 2023
/s/ Brenda Becker Brenda Becker	Director	March 16, 2023
/s/ Tamara Fountain, M.D. Tamara Fountain, M.D.	Director	March 16, 2023
/s/ Erica Rogers Erica Rogers	Director	March 16, 2023
/s/ Valeska Schroeder Valeska Schroeder, Ph.D.	Director	March 16, 2023
/s/ Donald Zurbay Donald Zurbay	Director	March 16, 2023



Stradling Yocca Carlson & Rauth
A Professional Corporation
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660-6422
949 725 4000
stradlinglaw.com

March 16, 2023

Sight Sciences, Inc.
4040 Campbell Avenue, Suite 100
Menlo Park, CA 94025

Re: *Registration Statement on Form S-8*

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Sight Sciences, Inc., a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-8 (as such may be amended or supplemented from time to time, the "**Registration Statement**") with the Securities and Exchange Commission on March 16, 2023 under the Securities Act of 1933, as amended (the "**Securities Act**").

The Registration Statement covers the offering and sale of up to (i) 4,790,142 shares of the Company's common stock, par value \$0.0001 per share (the "**Common Stock**"), pursuant to the Sight Sciences, Inc. 2021 Incentive Award Plan (the "**2021 Equity Plan**"), and (ii) 958,685 shares of the Common Stock pursuant to the Sight Sciences, Inc. 2021 Employee Stock Purchase Plan (the "**2021 ESPP**"). The above-referenced shares of the Common Stock that may be issued pursuant to the 2021 Equity Plan and the 2021 ESPP are collectively referred to herein as the "**Shares**."

In connection with this opinion, we have examined and relied upon (i) the Registration Statement, (ii) the Company's Restated Certificate of Incorporation in the form filed as Exhibit 3.1 to the Registration Statement, (iii) the Company's Amended and Restated Bylaws in the form filed as Exhibit 3.2 to the Registration Statement, and (iv) 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 the certificates of public officials, and the due authorization, execution and delivery by all persons other than by the Company of all documents where due 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.

Subject to the foregoing, and the other matters set forth herein, it is our opinion that the Shares, when issued and sold in accordance with the terms of the 2021 Equity Plan and the 2021 ESPP, and the related award agreements, will be validly issued, fully paid and non-assessable.

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.

We consent to the use of this opinion as Exhibit 5.1 to the Registration Statement, and to the reference to our firm in the Registration Statement and any amendments or supplements thereto. In giving such 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 thereunder.

This opinion is intended solely for use in connection with the issuance and sale of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose or delivered to or relied upon by any other person without our prior written consent. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ Stradling Yocca Carlson & Rauth, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 16, 2023, relating to the consolidated financial statements of Sight Sciences, Inc., appearing in the Annual Report on Form 10-K of Sight Sciences, Inc. for the year ended December 31, 2022. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

San Jose, California

March 16, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Sight Sciences, 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, \$0.001 par value per share, reserved for issuance pursuant to the Registrant's 2021 Incentive Award Plan	Other(2)	4,790,142(3)	\$9.40(2)	\$45,027,334.80	\$110.20 per \$1,000,000	\$4,962.01
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Registrant's 2021 Employee Stock Purchase Plan	Other(2)	958,685(3)	\$9.40(2)	\$9,011,639	\$110.20 per \$1,000,000	\$993.08
Total Offering Amounts					\$54,038,973.80		\$5,955.09
Total Fee Offsets							—
Net Fee Due							\$5,955.09

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement ("Registration Statement") shall also cover any additional shares of the Registrant's common stock, \$0.001 par value per share ("Common Stock") that become issuable under the Sight Sciences, Inc. 2021 Incentive Award Plan ("2021 Equity Plan") or the Sight Sciences, Inc. 2021 Employee Stock Purchase Plan ("2021 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for shares reserved for future issuance under the 2021 Equity Plan and the 2021 ESPP are based on the average of the high and the low prices of Common Stock, as reported on The Nasdaq Global Select Market on March 13, 2023.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Equity Plan on January 1, 2022 and January 1, 2023 pursuant to an "evergreen" provision contained in the 2021 Equity Plan. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under the 2021 Equity Plan is increased on the first day of each year, beginning in 2022 and ending in 2031, equal to the lesser of (A) 5% of the aggregate number of shares of Common Stock outstanding on the last day of the immediately preceding calendar year and (B) such smaller number of shares of Common Stock as determined by the Registrant's Board of Directors (the "Board").
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 ESPP on January 1, 2022 and January 1, 2023 pursuant to an "evergreen" provision contained in the 2021 ESPP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under the 2021 ESPP is increased on the first day of each year, beginning in 2022 and ending in 2031, equal to the lesser of (A) 1% of the aggregate number of shares of Common Stock outstanding on the last day of the immediately preceding calendar year and (B) such smaller number of shares of Common Stock as determined by the Registrant's Board.