

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

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

**ARCADIA BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**81-0571538**

(IRS Employer Identification No.)

**202 Cousteau Place, Suite 105**

**Davis, CA 95618**

(Address of Principal Executive Offices) (Zip Code)

**2015 Omnibus Equity Incentive Plan**

**2015 Employee Stock Purchase Plan**

(Full title of the plan)

**Roger J. Salameh**

**Interim President and Chief Executive Officer**

**202 Cousteau Place, Suite 105**

**Davis, CA 95618**

**(530) 756-7077**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Wendy S. Neal, Esq.**  
**Vice President & Chief Legal Officer**  
**4222 East Thomas Road, Suite 320**  
**Phoenix, AZ 85018**

**Christopher J. Austin, Esq.**  
**Michael J. Hopp, Esq.**  
**Orrick, Herrington & Sutcliffe LLP**  
**The Orrick Building**  
**405 Howard Street**  
**San Francisco, CA 94105**

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**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, \$0.0001 Par Value	437,500(2)	\$2.36(4)	\$1,032,500.00	\$103.97
Common Stock, \$0.0001 Par Value	1,650,000(3)	\$2.78(5)	\$4,587,000.00	\$461.91

(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 that become issuable under the 2015 Employee Stock Purchase Plan (the "ESPP") or the 2015 Omnibus Equity Incentive Plan (the "2015 Plan") by reason of any stock dividend, stock split, recapitalization or similar transactions.

- (2) Represents 437,500 additional shares of common stock authorized as of January 1, 2016 under the evergreen provision of the ESPP.
  - (3) Represents 1,650,000 additional shares of common stock authorized as of January 1, 2016 under the evergreen provision of the 2015 Plan.
  - (4) Estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of computing the amount of the registration fee and is equal to 85% of \$2.78, the average of the high and low sales price of a share of the registrant's common stock as reported on The NASDAQ Global Market on March 2, 2016. Pursuant to the ESPP, shares are sold at 85% of the lesser of the fair market value of such shares on the first trading day of the offering period and the last trading day of the purchase period.
  - (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant's common stock as reported on The NASDAQ Global Market on March 2, 2016.
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**REGISTRATION OF ADDITIONAL SECURITIES  
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) 437,500 shares of the Registrant's common stock available to be issued pursuant to the Registrant's 2015 Employee Stock Purchase Plan and (ii) 1,650,000 shares of the Registrant's common stock available to be issued pursuant to the Registrant's 2015 Omnibus Equity Incentive Plan, which are the same class as those securities previously registered on an effective Form S-8 filed with the Securities and Exchange Commission on May 15, 2015 (File No. 333-204215) (the "2015 Registration Statement"), and the contents of the 2015 Registration Statement, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, is incorporated by reference into this Registration Statement.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Exhibits**

See Index to Exhibits at the end of this Registration Statement.

## 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 Phoenix, State of Arizona, on this 8th day of March, 2016.

ARCADIA BIOSCIENCES, INC.

By: /s/ Wendy S. Neal

Name: Wendy S. Neal

Title: Vice President and Chief Legal Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Steven F. Brandwein and Wendy S. Neal, and each of them, as attorneys-in-fact, each with the power of substitution, 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 all 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their substitute or substitutes, 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 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/ ROGER J. SALAMEH</u> Roger J. Salameh	Interim President and Chief Executive Officer (principal executive officer)	March 8, 2016
<u>/s/ STEVEN F. BRANDWEIN</u> Steven F. Brandwein	Interim Chief Financial Officer (principal financial and accounting officer)	March 8, 2016
<u>/s/ DARBY E. SHUPP</u> Darby E. Shupp	Director	March 8, 2016
<u>/s/ MATTHEW A. ANKRUM</u> Matthew A. Ankrum	Director	March 8, 2016
<u>/s/ UDAY GARG</u> Uday Garg	Director	March 8, 2016
<u>/s/ GEORGE F.J. GOSBEE</u> George F.J. Gosbee	Director	March 8, 2016
<u>/s/ VIC C. KNAUF</u> Vic C. Knauf	Director	March 8, 2016
<u>/S/ JAMES R. REIS</u> James R. Reis	Director	March 8, 2016
<u>/s/ RAJIV SHAH</u> Rajiv Shah	Director	March 8, 2016

**EXHIBIT INDEX**

The following documents are filed as exhibits to this Registration Statement.

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
24.1	Power of attorney (included in the signature page to this Registration Statement).



ORRICK

March 8, 2016

Arcadia Biosciences, Inc.  
202 Cousteau Place, Suite 105  
Davis, CA 95618

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Arcadia Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 1,650,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2015 Omnibus Equity Incentive Plan and 437,500 shares of Common Stock reserved for issuance pursuant to the Company's 2015 Employee Stock Purchase Plan (which plans are referred to herein as the "Plans" and which shares of Common Stock are referred to herein as the "Shares"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

In connection with rendering the opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of instruments, documents, and records which we deemed relevant and necessary for the purpose of rendering our opinion set forth below. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, and (c) the representations of officers and employees are correct as to questions of fact.

Our opinion herein is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plans have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.



ORRICK

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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby 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/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP



**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 relating to the consolidated financial statements of Arcadia Biosciences, Inc. and its subsidiary dated March 8, 2016, appearing in the Annual Report on Form 10-K of Arcadia Biosciences, Inc. for the year ended December 31, 2015.

/s/ Deloitte & Touche LLP

Phoenix, Arizona  
March 8, 2016