

**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
(I.R.S. 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
2022 Inducement Option Grant
(Full title of the plan)

Stanley E. Jacot, Jr.
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:

Pamela Haley
Chief Financial Officer
202 Cousteau Place, Suite 105
Davis, CA 95618

Michael De Angelis, Esq.
Jeffrey Pietsch, Esq.
Weintraub Tobin Chediak Coleman Grodin Law Corporation
475 Sansome Street, Suite 1800
San Francisco, CA 94111

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

This Registration Statement on Form S-8 ("Registration Statement") is filed by Arcadia Biosciences, Inc. ("Registrant") to register (i) an additional 21,875 shares of the Registrant's common stock, \$0.001 par value per share ("Common Stock"), that are issuable pursuant to the Registrant's 2015 Employee Stock Purchase Plan, (ii) an additional 887,369 shares of Common Stock that issuable pursuant to the Registrant's 2015 Omnibus Equity Incentive Plan ("2015 Omnibus Plan"), and (iii) 316,108 shares of Common Stock that are reserved for issuance upon vesting of a stock option granted to Stanley Jacot, Jr., the Company's Chief Executive Officer (the "Inducement Grant"). The Inducement Grant was granted outside of the 2015 Omnibus Plan as an inducement material to Mr. Jacot entering into employment with the Registrant in accordance with Nasdaq Listing Rule 5635(c)(4).

PART I

Information Required in the Section 10(a) Prospectus

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Registrant with the Securities and Exchange Commission (the "SEC") are incorporated by reference into this Registration Statement:

- The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 31, 2022 ("Annual Report");
- The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, from the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 19, 2022;
- The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022, filed with the SEC on May 12, 2022;
- The Registrant's Current Reports on Form 8-K filed with the SEC on February 7, 2022, March 30, 2022 and May 12, 2022;
- All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report; and
- The description of the Registrant's common stock contained in the Registrant's Form 8-A/A filed on May 14, 2015, including any amendments or reports filed for purposes of updating such description.

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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's certificate of incorporation contains provisions that eliminate, to the maximum extent permitted by the General Corporation Law of the State of Delaware, the personal liability of the Registrant's directors and executive officers for monetary damages for breach of their fiduciary duties as directors or officers. The Registrant's certificate of incorporation and bylaws provide that the Registrant must indemnify its directors and executive officers and may indemnify its employees and other agents to the fullest extent permitted by the General Corporation Law of the State of Delaware.

Sections 145 and 102(b)(7) of the General Corporation Law of the State of Delaware provide that a corporation may indemnify any person made a party to an action by reason of the fact that he or she was a director, executive officer, employee or agent of the corporation or is or was serving at the request of a corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she 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, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of an action by or in right of the corporation, no indemnification may generally be made in respect of any claim as to which such person is adjudged to be liable to the corporation.

The Registrant has entered into indemnification agreements with its directors and executive officers, in addition to the indemnification provided for in its certificate of incorporation and bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future.

The Registrant has purchased and intends to maintain insurance on behalf of each and any person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

Exhibit No.	Description of Exhibit
4.1	Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 26, 2015 and incorporated herein by reference).
4.2	Certificate of Amendment to the Certificate of Incorporation (previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed on August 10, 2017 and incorporated herein by reference).

- 4.3 [Certificate of Amendment to the Certificate of Incorporation \(previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 23, 2018 and incorporated herein by reference\).](#)
- 5.1 [Opinion of Weintraub Tobin Chediak Coleman Grodin Law Corporation.](#)
- 99.1 [2015 Omnibus Equity Incentive Plan and form of agreement thereunder \(previously filed as Exhibit 10.9 to the Registrant's Registration Statement on Form S-1 filed on July 26, 2019 and incorporated herein by reference\).](#)
- 99.2 [2015 Employee Stock Purchase Plan and form of agreement thereunder \(previously filed as Exhibit 10.10 to the Registrant's Registration Statement on Form S-1/A filed on May 11, 2015 and incorporated herein by reference\).](#)
- 99.3 [2022 Inducement Option Grant \(previously filed as Exhibit 10.2 on Form 8-K filed on February 7, 2022 and incorporated herein by reference\).](#)
- 23.1 [Consent of Deloitte & Touche LLP, independent registered public accounting firm.](#)
- 23.2 [Consent of Weintraub Tobin Chediak Coleman Grodin Law Corporation \(included in Exhibit 5.1\).](#)
- 24.1 [Power of Attorney \(included on the signature page to this Form S-8\).](#)
- 107 [Filing Fee Table.](#)

Item 9. Undertakings.

(a) The 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 SEC pursuant to Rule 424(b) (§ [230.424\(b\)](#) of this chapter) 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;

(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 periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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.

(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 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 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.

(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 SEC 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 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 Davis, State of California, on this 31st day of May, 2022.

ARCADIA BIOSCIENCES, INC.

By: /s/ PAMELA HALEY
Name: Pamela Haley
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Stanley E. Jacot, Jr. and as attorney-in-fact, with the power of substitution, for him and in his 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.

Signature	Title	Date
<u>/s/ STANLEY E. JACOT, JR.</u> Stanley E. Jacot, Jr.	President and Chief Executive Officer (principal executive officer)	May 31, 2022
<u>/s/ PAMELA HALEY</u> Pamela Haley	Chief Financial Officer (principal financial and accounting officer)	May 31, 2022
<u>/s/ KEVIN COMCOWICH</u> Kevin Comcowich	Director	May 31, 2022
<u>/s/ ALBERT D. BOLLES</u> Albert D. Bolles	Director	May 31, 2022
<u>/s/ LILIAN SHACKELFORD MURRAY</u> Lilian Shackelford Murray	Director	May 31, 2022
<u>/s/ GREGORY D. WALLER</u> Gregory D. Waller	Director	May 31, 2022
<u>/s/ AMY YODER</u> Amy Yoder	Director	May 31, 2022
<u>/s/ DEBORAH D. CAROSELLA</u> Deborah D. Carosella	Director	May 31, 2022

May 31, 2022

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Arcadia Biosciences, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on or about May 31, 2022, in connection with the registration under the Securities Act of 1933, as amended, of 887,369 shares of the Company's Common Stock, par value \$0.001 per share (the "Common Stock") reserved for issuance pursuant to the Company's 2015 Omnibus Equity Incentive Plan, 21,875 shares of Common Stock reserved for issuance pursuant to the Company's 2015 Employee Stock Purchase Plan and 316,108 shares of Common Stock reserved for issuance upon exercise of an outstanding inducement stock option (which plans and inducement stock option are referred to herein as the "Plans" and which shares of Common Stock are referred to herein as the "Shares"). This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In rendering this opinion, we have examined such documents, certificates and records as we have deemed appropriate for purposes of this letter.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon the foregoing and upon certificates and other assurances of officers of the Company and

others as to factual matters, without having independently verified such factual matters; however, we are not aware of any facts that would cause us to believe that the opinion expressed herein is not accurate.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein with concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, of the State of California and of the Delaware General Corporation Law, the Delaware constitution and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that, at or before the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Securities Act, that the registration will apply to such Shares and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such Shares.

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.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion is intended solely for your use in connection with issuance and sale of Shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. 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,

/s/ Weintraub Tobin Chediak Coleman Grodin Law Corporation
WEINTRAUB TOBIN CHEDIAK COLEMAN GRODIN LAW CORPORATION

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 31, 2022 relating to the financial statements of Arcadia Biosciences, Inc., appearing in the Annual Report on Form 10-K of Arcadia Biosciences, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Phoenix, Arizona

May 31, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Arcadia 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, to be issued under the ESPP	Rules 457(c) and 457(h)	21,875(2)	\$1.08(3)	\$23,625	\$0.0000927	\$2.19
Equity	Common Stock, par value \$0.001 per share, to be issued under the 2015 Plan	Rules 457(c) and 457(h)	887,369(4)	\$1.27(5)	\$1,126,959	\$0.0000927	\$104.47
Equity	Common Stock, par value \$0.001 per share	Rule 457(h)	316,108(6)	\$0.91(7)	\$287,659	\$0.0000927	\$26.67
Total Offering Amounts					\$1,438,243		\$133.33
Total Fee Offsets							\$0
Net Fee Due							\$133.33

- (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 Registrant's 2015 Employee Stock Purchase Plan, as amended (the "ESPP"), the 2015 Omnibus Equity Incentive Plan, as amended (the "2015 Plan"), or the 2022 Inducement Option (as defined below), by reason of any stock dividend, stock split, recapitalization or similar transactions.
- (2) Represents 21,875 additional shares of common stock authorized as of January 1, 2022, under the evergreen provision of the ESPP.
- (3) 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 \$1.27, the average of the high and low sales price of a share of the registrant's common stock as reported on The NASDAQ Capital Market on May 23, 2022. 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.
- (4) Represents 887,369 additional shares of common stock authorized as of January 1, 2022, under the evergreen provision of the 2015 Plan.
- (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 Capital Market on May 23, 2022.
- (6) Represents 316,108 shares of common stock underlying an inducement stock option granted on February 2, 2022 to Stanley Jacot ("2022 Inducement Option"), the Registrant's Chief Executive Officer, as an inducement to his employment with the Registrant in accordance with Nasdaq Listing Rule 5635(c)(4).
- (7) Pursuant to Rule 457(h) promulgated under the Securities Act, the price per share at which the 2022 Inducement Option may be exercised.