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

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

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**Finch Therapeutics Group, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**82-3433558**  
(I.R.S. Employer  
Identification Number)

**200 Inner Belt Road, Suite 400**  
**Somerville, Massachusetts 02143**  
**(617) 229-6499**  
(Address of principal executive offices) (Zip code)

**Finch Therapeutics Group, Inc. 2021 Equity Incentive Plan**  
**Finch Therapeutics Group, Inc. 2021 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Mark Smith, Ph.D.**  
**Chief Executive Officer**  
**Finch Therapeutics Group, Inc.**  
**200 Inner Belt Road, Suite 400**  
**Somerville, Massachusetts 02143**  
**(617) 229-6499**  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**Marc Rubenstein**  
**William Michener**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, MA 02199-3600**  
**(617) 951-7000**

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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 pursuant to Section 7(a)(2)(B) of the Securities Act.

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**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Finch Therapeutics Group, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (i) 2,402,679 additional shares of its common stock under the 2021 Equity Incentive Plan (the “**2021 Plan**”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares common stock reserved and available for issuance under the 2021 Plan on January 1, 2023, and (ii) 480,535 additional shares of its common stock under the 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 ESPP on January 1, 2023. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. [333-254773](#)) filed with the Commission on March 26, 2021.

## PART II

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

## ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Finch Therapeutics Group, Inc.</a>	8-K	001-40227	3.1	March 23, 2021
4.2	<a href="#">Amended and Restated Bylaws of Finch Therapeutics Group, Inc.</a>	8-K	001-40227	3.2	March 23, 2021
4.3	<a href="#">Form of Common Stock Certificate.</a>	S-1/A	333-253622	4.2	March 15, 2021
5.1*	<a href="#">Opinion of Ropes &amp; Gray LLP.</a>				
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm.</a>				
23.2*	<a href="#">Consent of Ropes &amp; Gray LLP (included in Exhibit 5.1).</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>				
99.1	<a href="#">2021 Equity Incentive Plan and forms of agreements thereunder.</a>	S-8	333-254773	4.5	March 26, 2021
99.2	<a href="#">2021 Employee Stock Purchase Plan.</a>	S-8	333-254773	4.6	March 26, 2021
107*	<a href="#">Filing fee table.</a>				

\* Filed herewith

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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 Somerville, Massachusetts, on this 23rd day of March, 2023.

### **FINCH THERAPEUTICS GROUP, INC.**

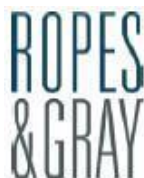
By: /s/ Mark Smith  
Name: Mark Smith, Ph.D.  
Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark Smith and Marc Blaustein, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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 his, her 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, 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/ Mark Smith</u> Mark Smith, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	March 23, 2023
<u>/s/ Marc Blaustein</u> Marc Blaustein	Chief Operating Officer (Principal Financial Officer and Principal Accounting Officer)	March 23, 2023
<u>/s/ Susan Graf</u> Susan Graf	Chairman of the Board of Directors	March 23, 2023
<u>/s/ Domenic Ferrante</u> Domenic Ferrante	Director	March 23, 2023
<u>/s/ Chris Shumway</u> Chris Shumway	Director	March 23, 2023
<u>/s/ Nicholas Haft</u> Nicholas Haft	Director	March 23, 2023
<u>/s/ Christian Lange</u> Christian Lange	Director	March 23, 2023
<u>/s/ Jeffery Smisek</u> Jeffery Smisek	Director	March 23, 2023
<u>/s/ Jo Viney</u> Jo Viney, Ph.D.	Director	March 23, 2023



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

March 23, 2023

Finch Therapeutics Group, Inc.  
200 Inner Belt Road  
Somerville, MA 02143

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement") filed by Finch Therapeutics Group, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 2,883,214 shares of the common stock, \$0.001 par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan (each, a "Plan," and collectively, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the applicable Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,  
/s/ Ropes & Gray LLP  
Ropes & Gray 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 dated March 23, 2023, relating to the consolidated financial statements of Finch Therapeutics Group, Inc. and its subsidiaries, appearing in the Annual Report on Form 10-K of Finch Therapeutics Group, Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
March 23, 2023

### Calculation of Filing Fee Tables

Form S-8

Finch Therapeutics Group, Inc.

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
Fees to be Paid	Equity	Common Stock, par value \$0.001 per share, 2021 Equity Incentive Plan	Other(2)	2,402,679(4)	\$0.37805	\$908,332.80	.0001102	\$100.10
	Equity	Common Stock, par value \$0.001 per share, 2021 Employee Stock Purchase Plan	Other(3)	480,535(5)	\$0.37805	\$181,666.26	.0001102	\$20.02
Fees Previously Paid	—	—	—	—	—	—	—	—
	Total Offering Amounts				—	\$1,089,999.06	—	\$120.12
	Total Fees Previously Paid				—	—	—	—
	Total Fee Offsets				—	—	—	—
	Net Fee Due				—	—	—	\$120.12

- (1) Pursuant to Rule 416(a) promulgated 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 plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s common stock.
- (2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 16, 2023.
- (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 16, 2023, which is the percentage of the price per share applicable to purchases under the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”).
- (4) Represents an automatic annual increase equal to 5.0% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year, which annual increase is provided by the Registrant’s 2021 Equity Incentive Plan (the “**2021 Plan**”).
- (5) Represents an automatic increase equal to 1.0% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year, which annual increase is provided by the 2021 ESPP.