
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

CAMP4 THERAPEUTICS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-1152476
(I.R.S. Employer
Identification No.)

One Kendall Square
Building 1400 West, 3rd Floor
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02139
(Zip Code)

CAMP4 Therapeutics Corporation 2024 Equity Incentive Plan
CAMP4 Therapeutics Corporation 2024 Employee Stock Purchase Plan

(Full titles of the plans)

Josh Mandel-Brehm
Chief Executive Officer
CAMP4 Therapeutics Corporation
One Kendall Square, Building 1400 West, 3rd Floor
Cambridge, Massachusetts 02139
(Name and address of agent for service)

(617) 651-8867
(Telephone number, including area code, of agent for service)

Please send a copy of all communications to:

Thomas J. Danielski
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199-3600
617-951-7000

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 checked="" 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
REGISTRATION OF ADDITIONAL SHARES**

CAMP4 Therapeutics Corporation (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) 604,832 additional shares of its common stock, \$0.0001 par value per share (“Common Stock”), under the CAMP4 Therapeutics Corporation 2024 Equity Incentive Plan (the “2024 Plan”), pursuant to the provisions of the 2024 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2024 Plan on January 1, 2025, and (ii) 201,610 additional shares of Common Stock under the CAMP4 Therapeutics Corporation 2024 Employee Stock Purchase Plan (the “ESPP”), pursuant to the provisions of the ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the ESPP on January 1, 2025. 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 \(File No. 333-282676\) filed with the Commission on October 16, 2024](#).

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

Item 8. Exhibits.

Exhibit

- | | |
|-------|--|
| 4.1 | Fifth Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on October 15, 2024 and incorporated herein by reference). |
| 4.2 | Amended and Restated Bylaws (previously filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on October 15, 2024 and incorporated herein by reference). |
| 4.3 | CAMP4 Therapeutics Corporation 2024 Equity Incentive Plan (previously filed as Exhibit 4.2 to the Registrant’s Registration Statement on Form S-8 filed with the SEC on October 16, 2024 and incorporated herein by reference). |
| 4.4 | CAMP4 Therapeutics Corporation 2024 Employee Stock Purchase Plan (previously filed as Exhibit 4.3 to the Registrant’s Registration Statement on Form S-8 filed with the SEC on October 16, 2024 and incorporated herein by reference). |
| 5.1* | Opinion of Ropes & Gray LLP. |
| 23.1* | Consent of Ernst & Young LLP. |
| 23.2* | Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1). |
| 24.1* | Powers of Attorney (included on the signature page in Part II). |
| 107* | Filing Fee Table. |

* Filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, 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 Cambridge, Massachusetts, on this 27th day of March, 2025.

CAMP4 THERAPEUTICS CORPORATION

By: /s/ Josh Mandel-Brehm

Josh Mandel-Brehm
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Josh Mandel-Brehm and Kelly Gold, and each of them singly, his or her true and lawful attorneys-in-fact and agents 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 on Form S-8 to be filed by CAMP4 Therapeutics Corporation 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 full power and authority to be done in and about the premises, 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, and each of them, or their 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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Josh Mandel-Brehm</u> Josh Mandel-Brehm	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 27, 2025
<u>/s/ Kelly Gold</u> Kelly Gold	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 27, 2025
<u>/s/ Steven Holtzman</u> Steven Holtzman	Director and Chair	March 27, 2025
<u>/s/ James Boylan</u> James Boylan	Director	March 27, 2025
<u>/s/ Ingo Chakravarty</u> Ingo Chakravarty	Director	March 27, 2025
<u>/s/ Michael Higgins</u> Michael Higgins	Director	March 27, 2025

<u>/s/ Amir Nashat</u> Amir Nashat, ScD	Director	March 27, 2025
<u>/s/ Paula Ragan</u> Paula Ragan, PhD	Director	March 27, 2025
<u>/s/ Andrew Schwab</u> Andrew Schwab	Director	March 27, 2025
<u>/s/ Murray Stewart</u> Murray Stewart, DM FRCP	Director	March 27, 2025
<u>/s/ Ravi Thadhani</u> Ravi Thadhani, MD, MPH	Director	March 27, 2025
<u>/s/ Douglas Williams</u> Douglas Williams, PhD	Director	March 27, 2025
<u>/s/ Richard Young</u> Richard Young, PhD	Director	March 27, 2025

Calculation of Filing Fee Tables

Form S-8

(Form Type)

CAMP4 Therapeutics Corporation

(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	CAMP4 Therapeutics Corporation 2024 Equity Incentive Plan – Common Stock, \$0.0001 par value per share	Other – 457(c) and 457(h)	604,832 shares ⁽²⁾	\$5.26 ⁽³⁾	\$3,181,416.32	0.0001531	\$487.08
Equity	CAMP4 Therapeutics Corporation 2024 Employee Stock Purchase Plan – Common Stock, \$0.0001 par value per share	Other – 457(c) and 457(h)	201,610 shares ⁽⁴⁾	\$5.26 ⁽³⁾	\$1,060,468.60	0.0001531	\$162.36
Total Offering Amounts					\$4,241,884.92		\$649.44
Total Fee Offsets							
Net Fee Due							\$649.44

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Act”) this Registration Statement also covers such additional shares of common stock, par value \$0.0001 per share (“Common Stock”) as may be issued to prevent dilution from stock splits, stock dividends, recapitalization and other similar transactions.
- (2) Represents 604,832 additional shares of Common Stock reserved for issuance under the CAMP4 Therapeutics Corporation 2024 Equity Incentive Plan (the “2024 Plan”) on January 1, 2025, pursuant to an “evergreen” provision contained in the 2024 Plan, which provides that on January 1st of each year during the term of the 2024 Plan beginning in 2025, the number of shares of Common Stock available for issuance under the 2024 Plan will automatically increase in an amount equal to the lesser of (A) five percent of the number of shares of Common Stock outstanding as of the immediately preceding December 31st and (B) the number of shares of Common Stock determined by the board of directors of the Registrant on or prior to such date for such year.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Act based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on March 20, 2025 to be \$4.80 and \$5.71, respectively.
- (4) Represents 201,610 additional shares of Common Stock reserved for issuance under the CAMP4 Therapeutics Corporation 2024 Employee Stock Purchase Plan (the “ESPP”) on January 1, 2025, pursuant to an “evergreen” provision contained in the ESPP, which provides that on January 1st of each year during the term of the ESPP beginning in 2025, the number of shares of Common Stock available for issuance under the ESPP will automatically increase in an amount equal to the lesser of (A) one percent of the number of shares of Common Stock outstanding as of the immediately preceding December 31st and (B) the number of shares of Common Stock determined by the board of directors of the Registrant on or prior to such date for such year.



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

March 27, 2025

CAMP4 Therapeutics Corporation
One Kendall Square, Building 1400 West, 3rd Floor
Cambridge, MA 02139

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by CAMP4 Therapeutics Corporation, a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 806,442 shares of Common Stock, \$0.0001 par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's 2024 Equity Incentive Plan and 2024 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, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter 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 the Registration Statement (Form S-8) pertaining to the CAMP4 Therapeutics Corporation 2024 Equity Incentive Plan and the CAMP4 Therapeutics Corporation 2024 Employee Stock Purchase Plan of our report dated March 27, 2025, with respect to the consolidated financial statements of CAMP4 Therapeutics Corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

March 27, 2025