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

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

Cytek Biosciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-2547526
(I.R.S. Employer
Identification No.)

**47215 Lakeview Boulevard
Fremont, California 94538
(877) 922-9835**
(Address of Principal Executive Offices) (Zip Code)

**Cytek Biosciences, Inc. 2021 Equity Incentive Plan
Cytek Biosciences, Inc. 2021 Employee Stock Purchase Plan**
(Full title of the plans)

Wenbin Jiang, Ph.D.
President and Chief Executive Officer
Cytek Biosciences, Inc.
47215 Lakeview Boulevard
Fremont, California 94538
(877) 922-9835
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Gordon K. Ho
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000 (206) 452-8753

Valerie Barnett
Chief Legal Officer
Cytek Biosciences, Inc.
47215 Lakeview Boulevard
Fremont, California 94538
(877) 922-9835

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

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

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register 5,228,596 additional shares of common stock under the Registrant’s 2021 Equity Incentive Plan and 1,307,149 additional shares of common stock under the Registrant’s 2021 Employee Stock Purchase Plan pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on March 2, 2023 ([Registration No. 333-270200](#)), March 17, 2022 ([Registration No. 333-263661](#)) and July 23, 2021 ([Registration No. 333-258153](#)).

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Registrant with the Commission are incorporated by reference into this Registration Statement:

(a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on March 13, 2024; and

(b) The description of the Registrant’s Common Stock contained in the registration statement on [Form 8-A](#) registering the Registrant’s Common Stock under Section 12 of the Exchange Act filed with the Commission on July 19, 2021, 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 8. EXHIBITS.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
4.1	Amended and Restated Certificate of Incorporation of Cytek Biosciences, Inc.	8-K	001-40632	3.1	7/27/2021	
4.2	Amended and Restated Bylaws of Cytek Biosciences, Inc.	8-K	001-40632	3.2	7/27/2021	

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
4.3	Form of common stock certificate of Cytek Biosciences, Inc.	S-1/A	333-257663	4.1	7/19/2021	
5.1	Opinion of Cooley LLP					X
23.1	Consent of Cooley LLP (included in Exhibit 5.1)					X
23.2	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on the signature page of this Registration Statement)					X
99.1	Cytek Biosciences, Inc. 2021 Equity Incentive Plan	S-1/A	333-257663	10.4	7/19/2021	
99.2	Forms of Option Agreement and Notice of Stock Option Grant under 2021 Equity Incentive Plan, effective August 23, 2022	10-Q	001-40632	10.1	11/09/2022	
99.3	Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan, effective August 23, 2022	10-Q	001-40632	10.2	11/09/2022	
99.4	Forms of Option Agreement and Notice of Stock Option Grant under 2021 Equity Incentive Plan, effective August 23, 2022.	10-Q	001-40632	10.1	11/09/2022	
99.5	Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan, effective August 23, 2022.	10-Q	001-40632	10.2	11/09/2022	
99.6	Cytek Biosciences, Inc. 2021 Employee Stock Purchase Plan	S-1/A	333-257663	10.6	7/19/2021	
107	Filing Fee Table					X

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 Fremont, State of California, on March 14, 2024.

CYTEK BIOSCIENCES, INC.

/s/ Wenbin Jiang, Ph.D.

Wenbin Jiang, Ph.D.

President, Chief Executive Officer and Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Wenbin Jiang, Patrik Jeanmonod and Valerie Barnett, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 for 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 his or her 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 on behalf of the Registrant in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Wenbin Jiang, Ph.D.</u> Wenbin Jiang, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 14, 2024
<u>/s/ Patrik Jeanmonod</u> Patrik Jeanmonod	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 14, 2024
<u>/s/ Ming Yan, Ph.D.</u> Ming Yan, Ph.D.	Chief Technology Officer and Director	March 14, 2024
<u>/s/ Jack Ball</u> Jack Ball	Director	March 14, 2024
<u>/s/ Don Hardison</u> Don Hardison	Director	March 14, 2024
<u>/s/ Deborah Neff</u> Deborah Neff	Director	March 14, 2024
<u>/s/ Gisele Dion</u> Gisele Dion	Director	March 14, 2024
<u>/s/ Vera Imper, Ph.D.</u> Vera Imper, Ph.D.	Director	March 14, 2024



Gordon K. Ho
T: +1 650 843 5190
gho@cooley.com

March 14, 2024

Cytek Biosciences, Inc.
47215 Lakeview Boulevard
Fremont, California 94538

Ladies and Gentlemen:

We have acted as counsel to Cytek Biosciences, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**"), covering the offering of up to 6,535,745 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share (the "**Common Stock**"), including (i) 5,228,596 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**2021 EIP**") and (ii) 1,307,149 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation, and bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, opinions, certificates, memoranda and 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 certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where 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.

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.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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Cytek Biosciences, Inc.

March 14, 2024

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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 thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Gordon K. Ho

Gordon K. Ho

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 13, 2024 relating to the financial statements of Cytek Biosciences, Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

San Jose, California
March 14, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)Cytex 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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, Cytex Biosciences, Inc. 2021 Equity Incentive Plan	Other(2)	5,228,596(4)	\$6.77(2)	\$35,397,594.92	\$0.00014760	\$5,224.69
Equity	Common Stock, par value \$0.001 per share, Cytex Biosciences, Inc. 2021 Employee Stock Purchase Plan	Other(3)	1,307,149(5)	\$5.76(3)	\$7,529,178.24	\$0.00014760	\$1,111.31
Total Offering Amount					\$42,926,773.16		\$6,336.00
Total Fees Previously Paid							\$—
Total Fee Offsets							\$—
Net Fee Due							\$6,336.00

- (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 Registrant’s 2021 Equity Incentive Plan (the “*2021 Plan*”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”) 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, as applicable.
- (2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act 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 13, 2024.
- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act 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 13, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- (4) Represents 5,228,596 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2021 Plan on January 1, 2024, pursuant to an annual “evergreen” increase provision contained in the 2021 Plan.
- (5) Represents 1,307,149 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2021 ESPP on January 1, 2024, pursuant to an annual “evergreen” increase provision contained in the 2021 ESPP.