

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

KALVISTA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

20-0915291
(I.R.S. Employer
Identification No.)

KalVista Pharmaceuticals, Inc.
55 Cambridge Parkway
Suite 901E
Cambridge, MA 02142
(Address of Principal Executive Offices) (Zip Code)

2017 Equity Incentive Plan
(Full Title of the Plans)

Thomas Andrew Crockett
Chief Executive Officer
KalVista Pharmaceuticals, Inc.
55 Cambridge Parkway
Suite 901E
Cambridge, MA 02142
(Name and Address of Agent For Service)
(857) 999-0075
(Telephone Number, including area code, of agent for service)

Copies to:

Robert A. Freedman, Esq.
Fenwick & West LLP
Silicon Valley Center
801 California Street
Mountain View, California 94041
(650) 988-8500

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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, \$0.001 par value per share				
-- To be issued under the 2017 Equity Incentive Plan	431,706 (2)	\$8.05 (3)	\$3,475,233.30	\$433.00
Total	431,706		\$3,475,233.30	\$433.00

- (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 in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents additional shares of common stock reserved for issuance under the Registrant's 2017 Equity Incentive Plan as of January 1, 2018.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Registrant's common stock as reported by the Nasdaq Global Market on July 26, 2018.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8
REGISTRATION OF ADDITIONAL SECURITIES**

This registration statement (the "**Registration Statement**") hereby incorporates by reference the contents of the earlier registration statement on Form S-8 (registration number 333-217008) filed by KalVista Pharmaceuticals, Inc.

PART II

Information Required in the Registration Statement

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>		
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Deloitte LLP, independent registered public accounting firm.					X
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
23.3	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24	Power of Attorney (incorporated by reference to Page II-3 of this Registration Statement).					X
99.1	2017 Equity Incentive Plan.	DEF 14A	001-36830	Appendix A	March 2, 2017	
99.3	Forms of Equity Award Agreements.	8-K	001-36830	99.1	June 29, 2018	

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, State of Massachusetts, on July 30, 2018.

KALVISTA PHARMACEUTICALS, INC.

By: /s/ T. Andrew Crockett
T. Andrew Crockett
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Thomas Andrew Crockett and Benjamin L. Palleiko, and each of them, with full power of substitution, such person's true and lawful attorneys-in-fact and agents for such person, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ T. Andrew Crockett</u> T. Andrew Crockett	Chief Executive Officer and Director (Principal Executive Officer)	July 30, 2018
<u>/s/ Benjamin L. Palleiko</u> Benjamin L. Palleiko	Chief Financial Officer (Principal Financial Officer)	July 30, 2018
<u>/s/ Joshua Resnick</u> Joshua Resnick, M.D.	Director	July 30, 2018
<u>/s/ Richard Aldrich</u> Richard Aldrich	Director	July 30, 2018
<u>/s/ Edward W. Unkart</u> Edward W. Unkart	Director	July 30, 2018
<u>/s/ Albert Cha</u> Albert Cha, M.D., Ph.D.	Director	July 30, 2018
<u>/s/ Arnold L. Oronsky</u> Arnold L. Oronsky, Ph.D.	Director	July 30, 2018



SILICON VALLEY CENTER 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041

TEL 650.988.8500 FAX 650.938.5200 WWW.FENWICK.COM

July 30, 2018

KalVista Pharmaceuticals, Inc.
55 Cambridge Parkway
Suite 901E
Cambridge, MA 02142

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 filed by KalVista Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on July 30, 2018 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 431,706 shares of the Company's Common Stock, \$0.001 par value per share (the "**Stock**"), that are subject to issuance by the Company upon the exercise of equity awards granted or to be granted under the Company's 2017 Equity Incentive Plan (the "**2017 EIP**").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: the Company's current Certificate of Incorporation and Bylaws, as amended (collectively, the "**Charter Documents**"), the 2017 EIP, the Registration Statement and the exhibits thereto; the prospectus prepared in connection with the Registration Statement (the "**Prospectus**"); certain corporate proceedings of the Company's Board of Directors (the "**Board**"), the Compensation Committee of the Board and the Company's stockholders relating to adoption or approval of the Company Charter Documents, the 2017 EIP, the reservation of the Stock for sale and issuance, the filing of the Registration Statement and the registration of the Stock under the Securities Act and documents (including a certificate from the Company's transfer agent) regarding the Company's outstanding and reserved capital stock and other securities and such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have relied on the accuracy of representations to us by officers of the Company with respect to the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We

have also assumed that any certificates or instruments representing the Stock, when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated July 27, 2018 issued by the Delaware Secretary of State with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Stock as of the date of this letter.

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

Based upon, and subject to, the foregoing, it is our opinion that the 431,706 shares of Stock that may be issued and sold by the Company upon the exercise or settlement of awards granted or to be granted under the 2017 EIP, when issued, sold and delivered in accordance with the 2017 EIP and purchase agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

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. We do not thereby 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 thereunder. This opinion is intended solely for use in connection with issuance and sale of shares of Stock subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. 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 any of the opinions expressed herein.

Sincerely,

/s/ Fenwick & West LLP

FENWICK & WEST 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 August 22, 2016 (July 27, 2017 as to the effects of the adjustment of net loss per share arising from the Carbylan transaction discussed in Note 2 and the misstatement of other comprehensive loss discussed in Note 2), relating to the financial statements of KalVista Pharmaceuticals Limited (which report expresses an unqualified opinion and includes an emphasis of matter paragraph relating to the restatement of other comprehensive loss discussed in Note 2) appearing in the Annual Report on Form 10-K of KalVista Pharmaceuticals, Inc. for the year ended April 30, 2018.

/s/ Deloitte LLP

Reading, United Kingdom
July 30, 2018

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 July 30, 2018, relating to the consolidated financial statements of KalVista Pharmaceuticals, Inc. appearing in the Annual Report on Form 10-K of KalVista Pharmaceuticals, Inc. for the year ended April 30, 2018.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
July 30, 2018