

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
2017 Employee Stock Purchase 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.
Julia Forbess, Esq.
Fenwick & West LLP
555 California Street, 12th Floor
San Francisco, California 94104
(415) 875-2300

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

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

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

KalVista Pharmaceuticals, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (a) 1,382,348 additional shares of common stock available for issuance under the Registrant’s 2017 Equity Incentive Plan (the “**2017 EIP**”), pursuant to the provision of the 2017 EIP providing for an annual 4% automatic increase in the number of shares reserved for issuance and (b) 345,587 additional shares of common stock available for issuance under the Registrant’s 2017 Employee Stock Purchase Plan (the “**2017 ESPP**”), pursuant to the provision of the 2017 ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance.

In accordance with General Instruction E of Form S-8, and only with respect to the common stock issuable under the 2017 EIP and 2017 ESPP, this Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on March 29, 2017 ([Registration No. 333-217008](#)), on July 30, 2018 ([Registration No. 333-226442](#)), on March 14, 2019 ([Registration No. 230279](#)), on March 10, 2020 ([Registration No. 333-237059](#)), on March 11, 2021 ([Registration No. 333-254178](#)), on March 10, 2022 ([Registration No. 333-263431](#)) and on January 10, 2023 ([Registration No. 333-269174](#)) to the extent not superseded hereby.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference, except that the Registrant is not incorporating by reference any information furnished (and not filed) with the Commission, including any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended April 30, 2023, filed with the Commission on July 10, 2023;
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the three months ended July 31, 2023 and October 31, 2023 filed with the Commission on [September 7, 2023](#) and [December 7, 2023](#) respectively;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [June 14, 2023](#) and [September 28, 2023](#);
- (d) The Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on [August 14, 2023](#) (but only with respect to information required by Part III of our Annual Report on Form 10-K for the year ended April 30, 2023);
- (e) 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 Registrant’s Annual Report referred to in (a) above; and
- (f) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (registration number 001-36830) filed with the Commission on February 2, 2015 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents, except as to specific sections of such documents as set forth therein. 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 in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference		Exhibit	Filing Date	Filed Herewith
		Form	File No.			
4.1	Amended and Restated Certificate of Incorporation, dated April 14, 2015, as amended September 26, 2023.	10-Q	001-36830	3.1	December 7, 2023	
4.2	Amended and Restated Bylaws (as amended and restated on June 14, 2023).	8-K	001-36830	3.1	June 14, 2023	
4.3	Form of Common Stock Certificate	S-1/A	333-201278	4.2	January 23, 2015	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page to this Registration Statement).					X
99.1	2017 Equity Incentive Plan.	DEF 14A	001-36830	Appendix A	March 2, 2017	
99.2	2017 Employee Stock Purchase Plan.	DEF 14A	001-36830	Appendix B	March 2, 2017	
99.3	Forms of Equity Award Agreements under the 2017 Equity Incentive Plan.	8-K	001-36830	99.1	June 29, 2018	
99.4	Enrollment/Change Form under the 2017 Employee Stock Purchase Plan.	S-8	333-237059	99.4	March 10, 2020	
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 Cambridge, the Commonwealth of Massachusetts, on January 9, 2024.

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.

Signature**Title****Date**

/s/ T. Andrew Crockett
T. Andrew Crockett

Chief Executive Officer and Director
(Principal Executive Officer)

January 9, 2024

/s/ Benjamin L. Palleiko
Benjamin L. Palleiko

President, Chief Business Officer and Chief Financial
Officer
(Principal Financial and Accounting Officer)

January 9, 2024

/s/ Albert Cha, M.D., Ph.D.
Albert Cha, M.D., Ph.D.

Director

January 9, 2024

/s/ Brian J. G. Pereira, M.D.
Brian J. G. Pereira, M.D.

Director

January 9, 2024

/s/ Nancy Stuart
Nancy Stuart

Director

January 9, 2024

/s/ Patrick Treanor
Patrick Treanor

Director

January 9, 2024

/s/ Edward W. Unkart
Edward W. Unkart

Director

January 9, 2024



555 California Street
12th Floor
San Francisco, CA 94104

415.875.2300
Fenwick.com

January 9, 2024

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to KalVista Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about January 9, 2024 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 1,727,935 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), subject to issuance by the Company (a) upon the exercise or settlement of equity awards to be granted under the Company's 2017 Equity Incentive Plan (the "**2017 EIP**") and (b) pursuant to purchase rights to acquire shares of Common Stock to be granted under the Company's 2017 Employee Stock Purchase Plan (the "**ESPP**"), and together with the 2017 EIP, the "**Plans**").

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the "**Opinion Certificate**"). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents

filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, 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 prospectuses 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 your use in connection with the issuance and sale of the Shares 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, and does not address any potential change in facts 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.

Very truly yours,

/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 July 7, 2023 relating to the 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, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
January 9, 2024

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)KalVista Pharmaceuticals, 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, 2017 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	1,382,348 ⁽²⁾	\$11.45 ⁽⁴⁾	\$15,820,973	0.00014760	\$2,336
Equity	Common stock, par value \$0.001 per share, 2017 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	345,587 ⁽³⁾	\$9.73 ⁽⁵⁾	\$3,362,562	0.00014760	\$497
Total Offering Amounts					\$19,183,535		\$2,833
Total Fee Offsets							—
Net Fee Due							\$2,833

- (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 (the “*2017 EIP*”) resulting from the annual 4% automatic increase in the number of authorized shares reserved for issuance under the 2017 EIP. The increase was effective as of January 1, 2024.
- (3) Represents additional shares of common stock reserved for issuance under the Registrant’s 2017 Employee Stock Purchase Plan (the “*2017 ESPP*”) resulting from the annual 1% automatic increase in the number of authorized shares reserved for issuance under the 2017 ESPP. The increase was effective as of January 1, 2024.
- (4) 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 January 5, 2024.
- (5) 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 January 5, 2024, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2017 ESPP.

