

**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.)

**One Kendall Square
Bld 200, Ste 2203
Cambridge, MA 02139**
(Address of Principal Executive Offices) (Zip Code)

2015 Incentive Plan
(Full Title of the Plans)

**Thomas Andrew Crockett
Chief Executive Officer
KalVista Pharmaceuticals, Inc.
One Kendall Square
Bld 200, Ste 2203
Cambridge, MA 02139**
(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, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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 2015 Incentive Plan	85,714 (2)	\$7.00 (3)	\$599,998	\$69.54

(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 under the Registrant's 2015 Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the outstanding shares of the Registrant's common stock.

- (2) Represents additional shares of common stock reserved for issuance under the Registrant's 2015 Incentive Plan as of January 1, 2017.
 - (3) Calculated solely for the purposes of this offering under Rule 457(c) and (h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Registrant's common stock as reported on The NASDAQ Global Market on February 8, 2017.
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**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, KalVista Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement with the SEC to register 85,714 additional shares of common stock under the Registrant’s 2015 Incentive Plan (“Incentive Plan”), pursuant to the provisions of the Incentive Plan providing for an automatic increase in the number of shares reserved for issuance under the Incentive Plan on January 1, 2017.

This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on April 29, 2015 (Registration No. 333-203721). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

KalVista Pharmaceuticals, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the Commission on March 30, 2016 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) 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
- (c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (No. 001-36830) filed with the Commission on February 2, 2015, and including any other amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 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 de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. 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.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
			<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	Registrant's Amended and Restated Certificate of Incorporation.	S-1	333-201278	3.2	January 23, 2015	
4.2	Certificate of Amendment of Registrant's Amended and Restated Certificate of Incorporation.	8-K	001-36830	3.1	November 23, 2016	
4.3	Certificate of Amendment of Registrant's Amended and Restated Certificate of Incorporation.	8-K	001-36830	3.2	November 23, 2016	
4.4	Registrant's Amended and Restated Bylaws.	S-1	333-201278	3.4	January 23, 2015	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Deloitte LLP.					X
23.2	Consent of PricewaterhouseCoopers LLP.					X

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23.3	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24	Power of Attorney (incorporated by reference to Page II-4 of this Registration Statement).					X
99.1	2015 Incentive Plan and forms of agreements thereunder.	S-1	333-201278	10.3	January 23, 2015	

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 February 13, 2017.

KALVISTA PHARMACEUTICALS, INC.

By: /s/ Thomas Andrew Crockett
Thomas 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/ Thomas Andrew Crockett</u> Thomas Andrew Crockett	Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2017
<u>/s/ Benjamin L. Palleiko</u> Benjamin L. Palleiko	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 13, 2017
<u>/s/ Rajeev Shah</u> Rajeev Shah	Director	February 13, 2017

/s/ Joshua Resnick
Joshua Resnick, M.D.

Director

February 13, 2017

/s/ Richard Aldrich
Richard Aldrich

Director

February 13, 2017

/s/ Edward W. Unkart
Edward W. Unkart

Director

February 13, 2017

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

Director

February 13, 2017

/s/ Arnold L. Oronsky
Arnold L. Oronsky, Ph.D.

Director

February 13, 2017

EXHIBIT INDEX

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4.3	Certificate of Amendment of Registrant's Amended and Restated Certificate of Incorporation.	8-K	001-36830	3.2	November 23, 2016	
4.4	Amended and Restated Bylaws of KalVista Pharmaceuticals, Inc., as currently in effect.	S-1	333-201278	3.4	January 23, 2015	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Deloitte LLP.					X
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SILICON VALLEY CENTER 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041
TEL 650.988.8500 FAX 650.938.5200 WWW.FENWICK.COM

February 13, 2017

KalVista Pharmaceuticals, Inc.
One Kendall Square
Bld 200, Ste 2203
Cambridge, MA 02139

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 February 13, 2017 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 85,714 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 or settlement of awards to be granted under the Company's 2015 Incentive Plan (the "**Plan**").

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

1. The Company's Amended and Restated Certificate of Incorporation, certified by the Delaware Secretary of State on December 14, 2016 (the "**Restated Certificate**").
2. The Company's Amended and Restated Bylaws, as certified to us as of the date hereof by an officer of the Company as being complete and in full force and effect as of the date hereof (the "**Bylaws**").
3. The Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference.
4. The prospectus prepared in connection with the Registration Statement (the "**Prospectus**").
5. The Plan and related forms of Plan agreements.
6. Minutes of meetings and actions by written consent of the Company's Board of Directors and the Company's stockholders provided to us by the Company relating to the adoption, approval, authorization and/or ratification of (i) the Restated Certificate, (ii) the Bylaws, (iii) the Plan and (iv) the filing of the Registration Statement, the reservation of the Stock for sale and issuance pursuant to the Plan and the sale and issuance of the Stock pursuant to the Plan.
7. The stock records for the Company that the Company has provided to us (consisting of a list of stockholders and a list of option holders respecting the Company's capital and of any rights to purchase capital stock that was prepared by the Company and provided to us

as of February 10, 2017 and a certificate of the Company's transfer agent, dated February 13, 2017 regarding the Company's outstanding shares of common stock as of February 10, 2017).

8. A Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated February 10, 2017, stating that the Company is qualified to do business and in good standing under the laws of the State of Delaware.
9. A Opinion Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "**Opinion Certificate**").

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, and the lack of any undisclosed termination, modification, waiver or amendment to any document referenced in clauses (5) and (6) above to us.

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 State of California and the existing Delaware General Corporation Law. We express no opinion with respect to any other laws or with respect to the "blue sky" securities laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that the 85,714 shares of Stock that may be issued and sold by the Company upon the exercise or settlement of awards to be granted under the Plan, when issued, sold and delivered in accordance with the Plan 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. 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 (November 23, 2016 as to the net loss per share attributable to common shareholders included in note 2 and as to the disclosure of subsequent events included in note 13) relating to the financial statements of KalVista Pharmaceuticals Limited (which expresses an unqualified opinion and includes an explanatory paragraph related to KalVista Pharmaceuticals Limited's ability to continue as a going concern), appearing in the Current Report on Form 8-K of KalVista Pharmaceuticals, Inc. dated November 21, 2016.

/s/ DELOITTE LLP

Reading, United Kingdom
February 13, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of KalVista Pharmaceuticals, Inc. of our report dated March 30, 2016 relating to the financial statements, which appears in Carbylan Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP

San Jose, California

February 13, 2017