

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

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

Protara Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4580525
(I.R.S. Employer
Identification No.)

345 Park Avenue South, Third Floor
New York, NY 10010
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2014 Equity Incentive Plan, as amended
2014 Employee Stock Purchase Plan
(Full title of the plans)

Jesse Shefferman
President and Chief Executive Officer
Protara Therapeutics, Inc.
345 Park Avenue South, Third Floor
New York, NY 10010
(Name and address of agent for service)

(646) 844-0337
(Telephone number, including area code, of agent for service)

Copies to:

Mary J. Grendell, Esq.
General Counsel and Corporate Secretary
Protara Therapeutics, Inc.
345 Park Avenue South, Third Floor
New York, NY 10010
(646) 844-0337

Ryan S. Sansom, Esq.
Karen E. Deschaine, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

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
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.

PART I

EXPLANATORY NOTE

Protara Therapeutics, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) for the purpose of registering an additional 840,181 shares of common stock under the Registrant’s Amended and Restated 2014 Equity Incentive Plan, as amended (the “EIP”), and an additional 7,025 shares of common stock under the Registrant’s 2014 Employee Stock Purchase Plan (the “ESPP”), pursuant to the “evergreen” provisions of each plan which provide for annual automatic increases in the number of shares of the Registrant’s common stock (the “Common Stock”) reserved for issuance under each respective plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective. The Registrant previously registered shares of its Common Stock for issuance under the EIP and ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on [November 25, 2014](#) (File No. 333-200587), [January 4, 2018](#) (File No. 333-222415), [January 3, 2019](#) (File No. 333-229123), [January 15, 2020](#) (File No. 333-235918) and [March 11, 2021](#) (File No. 333-254124). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

The registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the registrant with the SEC (other than portions of Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits related to such items or other portions of documents filed with the SEC which were furnished, but not filed, pursuant to applicable rules promulgated by the SEC):

- the Company's Annual Report on Form 10-K filed with the SEC on [March 9, 2022](#);
- the Company's Current Report on Form 8-K filed with the SEC on [January 10, 2022](#); and
- the description of the Company's Common Stock contained in the Company's Registration Statement on [Form 8-A \(File No. 001-36694\) filed with the SEC on October 16, 2014](#) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description.

In addition, all reports and other 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, prior to the filing of a post-effective amendment 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 herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	<u>Sixth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on October 27, 2014).</u>
4.2	<u>Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on January 10, 2020).</u>
4.3	<u>Second Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on May 13, 2020).</u>
4.4	<u>Certificate of Designation of Preferences, Rights and Limitations of Series 1 Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on January 10, 2020).</u>
4.5	<u>Certificate of Amendment to the Certificate of Designation of Preferences, Rights and Limitations of Series 1 Convertible Non-Voting Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on September 23, 2020).</u>
4.6	<u>Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on August 3, 2017).</u>
4.7	<u>Registration Rights Agreement, dated as of September 23, 2019, by and among the Registrant and the institutional investors named therein (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K, filed with the SEC on September 24, 2019).</u>
4.8	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on January 10, 2020).</u>
5.1*	<u>Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Marcum LLP</u>
23.2*	<u>Consent of Ernst & Young LLP</u>
23.3*	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>Amended and Restated 2014 Equity Incentive Plan of the Registrant, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on January 10, 2020).</u>
99.2	<u>Forms of Stock Option Agreement, Option Exercise, Restricted Stock Unit Grant and Restricted Stock Unit Agreement under the Amended and Restated 2014 Equity Incentive Plan of the Registrant, as amended (incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on form 10-K for the fiscal year ended December 31, 2019 filed on March 20, 2020).</u>
99.3	<u>2014 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.25 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on October 7, 2014).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 New York, State of New York on March 9, 2022.

PROTARA THERAPEUTICS, INC.

By: /s/ Jesse Shefferman
Jesse Shefferman
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jesse Shefferman, Blaine Davis and Mary J. Grendell, as his or her true and lawful attorney-in-fact and agent, 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 to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jesse Shefferman</u> Jesse Shefferman	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 9, 2022
<u>/s/ Blaine Davis</u> Blaine Davis	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 9, 2022
<u>/s/ Luke Beshar</u> Luke Beshar	Chairman of the Board of Directors	March 9, 2022
<u>/s/ Barry Flannelly, Pharm.D.</u> Barry Flannelly, Pharm.D.	Director	March 9, 2022
<u>/s/ Roger Garceau, M.D.</u> Roger Garceau, M.D.	Director	March 9, 2022
<u>/s/ Jane Huang, M.D.</u> Jane Huang, M.D.	Director	March 9, 2022
<u>/s/ Richard Levy, M.D.</u> Richard Levy, M.D.	Director	March 9, 2022
<u>/s/ Gregory P. Sargen</u> Gregory P. Sargen	Director	March 9, 2022
<u>/s/ Cynthia Smith</u> Cynthia Smith	Director	March 9, 2022
<u>/s/ Michael Solomon, Ph.D.</u> Michael Solomon, Ph.D.	Director	March 9, 2022



Karen E. Deschaine
+1 858 550 6088
kdeschaine@cooley.com

March 9, 2022

Protara Therapeutics, Inc.
345 Park Avenue South, Third Floor
New York, NY 10010

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Protara Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 847,206 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), including (a) 840,181 shares of Common Stock issuable pursuant to the Amended and Restated 2014 Equity Incentive Plan, as amended (the "**2014 Plan**") and (b) 7,025 shares of Common Stock issuable pursuant to the 2014 Employee Stock Purchase Plan (together with the 2014 Plan, 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 Sixth Amended and Restated Certificate of Incorporation, as amended, the Certificate of Designation for the Series 1 Convertible Non-Voting Preferred Stock, as amended, and the Company's Second Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other 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 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 certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Karen E. Deschaine
Karen E. Deschaine

COOLEY LLP 4401 EASTGATE MALL SAN DIEGO, CA 92121
T: (858) 550-6000 F: (858) 550-6420 COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement of Protara Therapeutics, Inc. on Form S-8 of our report dated March 11, 2021 with respect to our audit of the financial statements of Protara Therapeutics, Inc. as of December 31, 2020 and for the year ended December 31, 2020 appearing in the Annual Report on Form 10-K of Protara Therapeutics, Inc. for the year ended December 31, 2021. We were dismissed as auditors on March 12, 2021 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Prospectus for the periods after the date of our dismissal.

/s/ Marcum LLP

New York, NY

March 9, 2022

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2014 Equity Incentive Plan, as amended and 2014 Employee Stock Purchase Plan of Protara Therapeutics, Inc., of our report dated March 9, 2022, with respect to the consolidated financial statements of Protara Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
March 9, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Protara Therapeutics, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁶⁾
Equity	Amended and Restated 2014 Equity Incentive Plan Common Stock, \$0.0001 par value per share	Other	840,181 ⁽²⁾	\$4.390 ⁽⁴⁾	\$3,688,394.59	.0000927	\$349.91
Equity	2014 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	Other	7,025 ⁽³⁾	\$3.732 ⁽⁵⁾	\$26,213.79	.0000927	\$2.43
Total Offering Amounts					\$3,714,608.38		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$344.34

- (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 Protara Therapeutics, Inc.’s (the “Registrant”) common stock, par value \$0.001 per share (“Common Stock”) that become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents additional shares of Common Stock reserved for future grant under the Amended and Restated 2014 Equity Incentive Plan, as amended (the “**EIP**”) as a result of the automatic increase in shares reserved thereunder on January 1, 2022 pursuant to an “evergreen” provision contained in the EIP. Pursuant to such provision, the EIP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the EIP on January 1 of each calendar year in an amount equal to (a) 4% of the total number of shares of the Registrant’s Stock (as defined in the EIP) outstanding as of the end of the immediately preceding fiscal year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant’s board of directors (the “**Board**”) for the applicable year.
- (3) Represents additional shares of the Registrant’s Common Stock reserved for issuance under the 2014 Employee Stock Purchase Plan (the “**ESPP**”) as a result of the automatic increase in shares reserved thereunder on January 1, 2022 pursuant to an “evergreen” provision contained in the ESPP. Pursuant to such provision, the ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1 of each calendar year, from January 1, 2015 and ending on (and including) January 1, 2024, in an amount equal to (a) the lesser of (i) 1% of the total number of shares of Common Stock outstanding as of the end of the immediately preceding fiscal year or (ii) 7,025 shares of Common Stock; or (b) such lesser number of shares of Common Stock as is determined by the Board for the applicable year.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on Nasdaq Capital Market on March 4, 2022.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on Nasdaq Capital Market on March 4, 2022, multiplied by 85%.
- (6) The Registrant does not have any fee offsets.