

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Sientra, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

20-5551000

(I.R.S. Employer
Identification No.)

**420 South Fairview Avenue, Suite 200
Santa Barbara, CA**

(Address of principal executive offices)

93117

(Zip code)

**2014 Equity Incentive Plan
2014 Employee Stock Purchase Plan
Inducement Plan**
(Full title of the plans)

**Jeffrey Nugent
Chief Executive Officer
Sientra, Inc.**

**420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(805) 562-3500**

(Name, address and telephone number, including area code, of agent for service)

Copy to:

<p>Oliver Bennett General Counsel Sientra, Inc. 420 South Fairview Avenue, Suite 200 Santa Barbara, CA 93117 (805) 562-3500</p>	<p>Michael S. Kagnoff, Esq. DLA Piper LLP (US) 4365 Executive Drive, Suite 1100 San Diego, CA 92121 Tel: (858) 677-1400 Fax: (858) 677-1401</p>
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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

Accelerated filer

Non-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 Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered (1)	Proposed Maximum Offering Price per Share (5)	Aggregate Offering Price (5)	Amount of Registration Fee
2014 Equity Incentive Plan				
Common Stock, par value \$0.01 per share	1,981,607 shares(2)	\$1.98	\$3,923,581.86	\$509.29
2014 Employee Stock Purchase Plan				
Common Stock, par value \$0.01 per share	495,401 shares(3)	\$1.98	\$980,893.98	\$127.32
Inducement Plan				
Common Stock, par value \$0.01 per share	250,000 shares(4)	\$1.98	\$495,000.00	\$64.25
Total	2,727,008	N/A	\$5,399,475.84	\$700.86

- (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 (the "Common Stock") that become issuable under the 2014 Equity Incentive Plan (the "2014 Plan"), the 2014 Employee Stock Purchase Plan (the "2014 ESPP"), and the Sientra, Inc. Inducement Plan (the "Inducement Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents 1,981,607 shares of Common Stock that became available for issuance on January 1, 2020 under the 2014 Plan pursuant to an evergreen provision of the 2014 Plan. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2014 Plan on January 1 of each calendar year, from January 1, 2015 through January 1, 2024. The number of shares added each year will be equal to: (a) 4% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar 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 495,401 shares of Common Stock that became available for issuance on January 1, 2020 under the 2014 ESPP pursuant to an evergreen provision of the 2014 ESPP. The 2014 ESPP provides that an additional number of shares will automatically be added to the shares authorized for issuance under the 2014 ESPP on January 1 of each calendar year, from January 1, 2015 through January 1, 2024. The number of shares of Common Stock added each year will be equal to the lesser of: (a) 1% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; (b) 3,000,000 shares of Common Stock; or (c) a lesser number of shares of Common Stock as is determined by the Board for the applicable year.
- (4) Represents 250,000 shares of Common Stock issuable pursuant to the Inducement Plan
- (5) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457 under the Securities Act and based on the average of the high and low prices per share of the Registrant's common stock on April 7, 2020 as reported on the NASDAQ Global Select Market.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional (i) 1,981,607 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2014 Equity Incentive Plan; (ii) 495,401 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2014 Employee Stock Purchase Plan, which are the same class as those securities previously registered on effective Forms S-8 filed with the Securities and Exchange Commission on October 29, 2014 (File No. 333-199684), March 19, 2015 (File No. 333-202879), January 26, 2016 (File No. 333-209129), January 18, 2017 (File No. 333-215603), March 15, 2018 (File No. 333-223666) and April 18, 2019 (File No. 333-230924), and (iii) 250,000 shares of the Registrant's common stock to be issued pursuant to the Registrant's Inducement Award plan, which are the same class as those securities previously registered on effective Form S-8 filed with the SEC on April 11, 2016 (File No. 333- 210695), January 18, 2017 (File No. 333-215603), March 15, 2018 (File No. 333-223666) and April 18, 2019 (File No. 333-230924). The contents of those Registration Statements, as amended, or as modified or superseded pursuant to Rule 412 under the Securities Act, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.2(3)	Form of Common Stock Certificate of the Registrant.
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of KPMG LLP, an independent registered public accounting firm.
23.2	Consent of DLA Piper LLP (US) (filed as a part of Exhibit 5.1).
24.1	Power of Attorney (contained on signature page).
99.1(4)#	2014 Equity Incentive Plan and forms of award agreements thereunder.
99.2(5)#	2014 Employee Stock Purchase Plan.
99.3(6)#	Sientra, Inc. Inducement Plan.

- (1) Previously filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
 - (2) Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
 - (3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
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- (4) Previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
- (5) Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-198837), originally filed with the Commission on October 20, 2014, as amended, and incorporated herein by reference.
- (6) Previously filed as Exhibit 10.20 to the Registrant's Annual Report on Form 10-K (File No. 001-36709), originally filed with the Commission on March 10, 2016, incorporated herein by reference.

Indicates a management contract or compensatory plan or arrangement.

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 Santa Barbara, State of California, on April 10, 2020.

SIENTRA, INC.

By: /s/ Jeffrey Nugent

Jeffrey Nugent

Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose individual signature appears below hereby authorizes and appoints Paul Little and Oliver Bennett, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his true and lawful attorney-in-fact and agent to act in his name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments (including post-effective 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Nugent</u> Jeffrey Nugent	Chairman and Chief Executive Officer (Principal Executive Officer)	April 10, 2020
<u>/s/ Paul Little</u> Paul Little	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	April 10, 2020
<u>/s/ Nicholas Simon</u> Nicholas Simon	Lead Independent Director	April 10, 2020
<u>/s/ Mary M. Fisher</u> Mary M. Fisher	Director	April 10, 2020
<u>/s/ Kevin O'Boyle</u> Kevin O'Boyle	Director	April 10, 2020
<u>/s/ Philippe A. Schaison</u> Philippe A. Schaison	Director	April 10, 2020
<u>/s/ Keith Sullivan</u> Keith Sullivan	Director	April 10, 2020
<u>/s/ Caroline Van Hove</u> Caroline Van Hove	Director	April 10, 2020

DLA Piper LLP (US)
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April 10, 2020

Sientra, Inc.
420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117

Ladies and Gentlemen:

We have acted as legal counsel for Sientra, Inc., a Delaware corporation (the “Company”), in connection with a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of an aggregate of 2,727,008 shares of common stock, \$0.01 par value, of the Company (the “Common Stock”), including (i) 1,981,607 shares of Common Stock (the “EIP Shares”) pursuant to the Company’s 2014 Equity Incentive Plan (the “2014 EIP”), (ii) 495,401 shares of Common Stock (the “ESPP Shares”) pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “ESPP”), and (iii) 250,000 shares of Common Stock (the “Inducement Shares” and together with the EIP Shares and the ESPP Shares, the “Shares”) pursuant to the Company’s Inducement Plan (the “Inducement Plan” and together with the ESPP and the 2014 EIP, the “Plans”).

In connection herewith, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the Plans, the Amended and Restated Certificate of Incorporation of the Company, and the Amended and Restated Bylaws of the Company as currently in effect and minutes of all pertinent meetings and actions of the Board of Directors of the Company.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plans. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of common stock for issuance under the Plans. We have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plans, as applicable, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plans.

We do not express any opinion herein concerning any law other than the laws of the State of California, Delaware General Corporation Law and the federal law of the United States. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws be changed by legislative action, judicial decision or otherwise, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that the issuance of the Shares has been duly authorized and, when issued, delivered and fully paid for in accordance with the terms of the Registration Statement and the Plans, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not 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 promulgated thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Sientra, Inc:

We consent to the use of our reports dated March 16, 2020, with respect to the consolidated balance sheets of Sientra, Inc. as of December 31, 2019 and 2018, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and financial statement schedule II (collectively the consolidated financial statements), and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated herein by reference.

Our report dated March 16, 2020 refers to a change in method of accounting for leases effective January 1, 2019 due to the adoption of the Accounting Standards Update, Leases (Topic 842).

Our report dated March 16, 2020, on the effectiveness of internal control over financial reporting as of December 31, 2019, contains an explanatory paragraph that states the Company acquired certain assets from Vesta Intermediate Funding, Inc. (Vesta) during 2019 and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019, Vesta's internal control over financial reporting associated with total assets of \$21.3 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2019. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Vesta.

Additionally, our report on the effectiveness of internal control over financial reporting as of December 31, 2019, expresses our opinion that Sientra, Inc. and subsidiaries did not maintain effective internal control over financial reporting as of December 31, 2019 because of the effect of material weaknesses on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states the following material weakness has been identified:

- The control environment was ineffective in holding individuals accountable for the operation of their internal control responsibilities. This control failure prevented the effective operation of controls over goodwill and intangible asset impairment, including the underlying financial data, calculations and assumptions supporting the forecasted financial information utilized to measure the fair value of the reporting unit, intangible assets, and the associated impairment charges.

/s/ KPMG LLP

Los Angeles, California
April 10, 2020