

**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)

420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(Address of principal executive offices)

20-5551000
(I.R.S. Employer Identification No.)

93117
(Zip code)

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

Jeffrey Nugent
Chairman and Chief Executive Officer
Sientra, Inc.
420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(805) 562-3500

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

Copies to:

Robert W. Phillips
Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111
(415) 693-2000

Patrick F. Williams
Chief Financial Officer and Treasurer
Sientra, Inc.
420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(805) 562-3500

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 the 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 (5)	Proposed maximum aggregate offering price (5)	Amount of registration fee
2014 Equity Incentive Plan				
Common Stock, \$0.01 par value per share	743,947 shares(2)	\$ 8.31	\$ 6,182,199.57	\$ 716.52
2014 Employee Stock Purchase Plan				
Common Stock, \$0.01 par value per share	185,986 shares(3)	\$ 8.31	\$ 1,545,543.66	\$ 179.13
Inducement Plan				
Common Stock, \$0.01 par value per share	220,000 shares(4)	\$ 8.31	\$ 1,828,200.00	\$ 211.89
Total	1,149,933 shares	N/A	\$ 9,555,943.23	\$ 1,107.54

- (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 (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 743,947 shares of Common Stock that became available for issuance on January 1, 2017 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 185,986 shares of Common Stock that became available for issuance on January 1, 2017 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 220,000 shares of Common Stock issuable pursuant to the Inducement Plan.
- (5) This estimate is made pursuant to Rule 457(c) and (h) of the Securities Act solely for purposes of calculating the registration fee, and is based on the average of the high and low prices of the Registrant's Common Stock on January 11, 2017 as reported the NASDAQ Global Select Market.



**REGISTRATION OF ADDITIONAL SECURITIES
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) 743,947 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2014 Equity Incentive Plan; (ii) 185,986 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) and January 26, 2016 (File No. 333-209129), and (iii) 220,000 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). 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 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with 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 10, 2016 (File No. 001-36709);

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2016, filed with the Commission on May 6, 2016, for the quarter ended June 30, 2016, filed with the Commission on August 9, 2016, and for the quarter ended September 30, 2016, filed with the Commission on November 9, 2016;

(c) The Registrant's Current Reports on Form 8-K (excluding any information and exhibits furnished under Item 2.02 thereof), filed with the Commission on May 5, 2016, June 29, 2016, August 9, 2016, September 23, 2016, November 1, 2016, and November 8, 2016;

(d) The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 from the Registrant's Definitive Proxy Statement on Schedule 14A (other than information furnished rather than filed), filed with the Commission on April 29, 2016; and

(e) The Registrant's registration statement on Form 8-A filed on October 24, 2014 (File No. 001-36709) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement (except for any portions of the Registrant's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission), and prior to the filing of a post-effective amendment to this Registration Statement 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 into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that 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.

<u>Exhibit Number</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.
4.3(3)	Form of Common Stock Certificate of the Registrant.
5.1*	Opinion of Cooley LLP.
23.1*	Consent of KPMG LLP, an independent registered public accounting firm.
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included in signature page to this Registration Statement).
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.

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- (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.
- (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.

* Filed herewith.

† Indicates a management contract or compensatory plan or arrangement.

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 Santa Barbara, State of California, on January 18, 2017.

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 Matthew Pigeon and Jeffrey Nugent, 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)	January 18, 2017
<u>/s/Patrick F. Williams</u> Patrick F. Williams	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	January 18, 2017
<u>/s/Nicholas Simon</u> Nicholas Simon	Director	January 18, 2017
<u>/s/Timothy Haines</u> Timothy Haines	Director	January 18, 2017
<u>/s/R. Scott Greer</u> R. Scott Greer	Director	January 18, 2017
<u>/s/Kevin O'Boyle</u> Kevin O'Boyle	Director	January 18, 2017

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* Filed herewith.

† Indicates a management contract or compensatory plan or arrangement.



ROBERT W. PHILLIPS
+1 415 693 2020
rphillips@cooley.com

January 18, 2017

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

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Sientra, Inc., a Delaware corporation (the “*Company*”), of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to 1,149,933 shares of the Company’s Common Stock, \$0.01 par value per share (the “*Common Stock*”), including (i) 743,947 shares of Common Stock (the “*EIP Shares*”) pursuant to the Company’s 2014 Equity Incentive Plan (the “*2014 EIP*”), (ii) 185,986 shares of Common Stock (the “*ESPP Shares*”) pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “*ESPP*”), and (iii) 220,000 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 with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, and (d) the originals or copies certified to our satisfaction of such 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 and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

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 and the Registration Statement and 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).

COOLEY LLP 101 CALIFORNIA STREET 5TH FLOOR SAN FRANCISCO, CA 94111-5800
T: (415) 693-2000 F: (415) 693-2222 COOLEY.COM

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

Sincerely,

Cooley LLP

By: /s/Robert W. Phillips
Robert W. Phillips

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Sientra, Inc.:

We consent to the use of our report dated March 10, 2016, with respect to the balance sheets of Sientra, Inc. as of December 31, 2015 and 2014, and the related statements of operations, convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2015, and the related financial statement schedule, incorporated by reference herein.

/s/ KPMG LLP

Los Angeles, California
January 18, 2017
