

**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:*

**Oliver Bennett  
General Counsel  
Sientra, Inc.  
420 South Fairview Avenue, Suite 200  
Santa Barbara, CA 93117  
(805) 562-3500**

**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**

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 | <input type="checkbox"/>                                               | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |
|                         |                                                                        | Emerging growth company   | <input checked="" type="checkbox"/> |

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.

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	776,079 shares(2)	\$10.09	\$7,830,637.11	\$974.92
2014 Employee Stock Purchase Plan Common Stock, par value \$0.01 per share	194,020 shares(3)	\$10.09	\$1,957,661.80	\$243.73
Inducement Plan Common Stock, par value \$0.01 per share	500,000 shares(4)	\$10.09	\$5,045,000.00	\$628.10
<b>Total</b>	1,470,099	N/A	\$14,833,298.91	\$1,846.75

- (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 776,079 shares of Common Stock that became available for issuance on January 1, 2018 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 194,020 shares of Common Stock that became available for issuance on January 1, 2018 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 500,000 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 March 9, 2018 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) 776,079 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2014 Equity Incentive Plan; (ii) 194,020 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) and January 18, 2017 (File No. 333-215603), and (iii) 500,000 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) and January 18, 2017 (File No. 333-215603). 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)	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>
4.2(2)	<a href="#">Amended and Restated Bylaws of the Registrant.</a>
4.2(3)	<a href="#">Form of Common Stock Certificate of the Registrant.</a>
5.1	<a href="#">Opinion of DLA Piper LLP (US).</a>
23.1	<a href="#">Consent of KPMG LLP, an independent registered public accounting firm.</a>
23.3	<a href="#">Consent of DLA Piper LLP (US) (filed as a part of Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (contained on signature page).</a>
99.1(4)#	<a href="#">2014 Equity Incentive Plan and forms of award agreements thereunder.</a>
99.2(5)#	<a href="#">2014 Employee Stock Purchase Plan.</a>
99.3(6)#	<a href="#">Sientra, Inc. Inducement Plan.</a>
(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 March 14, 2018.

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 Patrick Williams 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)	March 14, 2018
<u>/s/ Patrick F. Williams</u> Patrick F. Williams	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 14, 2018
<u>/s/ Nicholas Simon</u> Nicholas Simon	Lead Independent Director	March 14, 2018
<u>/s/ Timothy Haines</u> Timothy Haines	Director	March 14, 2018
<u>/s/ R. Scott Greer</u> R. Scott Greer	Director	March 14, 2018
<u>/s/ Kevin O'Boyle</u> Kevin O'Boyle	Director	March 14, 2018
<u>/s/ Philippe A. Schaison</u> Philippe A. Schaison	Director	March 14, 2018
<u>/s/ Keith Sullivan</u> Keith Sullivan	Director	March 14, 2018

DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, California 92121-2133  
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F: (858) 677-1401  
www.dlapiper.com

March 14, 2018

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 1,470,099 shares of common stock, \$0.01 par value, of the Company (the “Common Stock”), including (i) 776,079 shares of Common Stock (the “EIP Shares”) pursuant to the Company’s 2014 Equity Incentive Plan (the “2014 EIP”), (ii) 194,020 shares of Common Stock (the “ESPP Shares”) pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “ESPP”), and (iii) 500,000 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.

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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 report dated March 13, 2018, with respect to the consolidated balance sheets of Sientra, Inc. as of December 31, 2017 and 2016, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related financial statement schedule, incorporated by reference herein.

/s/ KPMG LLP

Los Angeles, California  
March 14, 2018