
**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 Number)

**3333 Michelson Drive, Suite 650
Irvine, California 92612
(805) 562-3500**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

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

**Ronald Menezes
Chief Executive Officer
Sientra, Inc.
3333 Michelson Drive, Suite 650
Irvine, California 92612
(805) 562-3500**

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

Copies to:
**Patrick J. O'Malley
DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121
(858) 677-1400**

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 the Securities Act. ☐

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) 428,098 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2014 Equity Incentive Plan; and (ii) 107,024 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 Form 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](#)), April 18, 2019 ([File No. 333-230924](#)), April 10, 2020 ([File No. 333-237641](#)), May 11, 2021 ([File No. 333-255990](#)), and April 1, 2022 (File No. 333-264043). 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>
3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed with the Commission on October 20, 2014).
3.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 filed with the Commission on October 20, 2014).
4.1#	2014 Equity Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 filed with the Commission on October 20, 2014).
4.2#	2014 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 filed with the Commission on October 20, 2014).
4.3	Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 filed with the Commission on October 20, 2014).
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) (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature pages hereto).
107*	Filing Fee Table.

* Filed herewith.

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 Irvine, State of California, on April 17, 2023.

Xperi Inc.

By: /s/ Ronald Menezes

Ronald Menezes

President and Chief Executive Officer

POWER OF ATTORNEY

BE IT KNOWN BY THESE PRESENTS: That each person whose name is signed hereto has made, constituted and appointed, and does hereby make, constitute and appoint Andrew C. Schmidt and Oliver Bennett as his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution for him or her and his or her name, place and stead, in any and all capacities to sign the Registration Statement on Form S-8 and any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, each acting alone, 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 they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or his substitutes, each acting alone, may lawfully do or cause to be done by virtue thereof.

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 dates indicated.

Signature	Title	Date
<u>/s/ Ronald Menezes</u> Ronald Menezes	President, Chief Executive Officer and Director (Principal Executive Officer)	April 17 2023
<u>/s/ Andrew C. Schmidt</u> Andrew C. Schmidt	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	April 17 2023
<u>/s/ Caroline Van Hove</u> Caroline Van Hove	Executive Chair of the Board	April 17 2023
<u>/s/ Nori Ebersole</u> Nori Ebersole	Director	April 17 2023
<u>/s/ Dr. Irina Erenburg</u> Dr. Irina Erenburg	Director	April 17 2023
<u>/s/ Mary M. Fisher</u> Mary M. Fisher	Director	April 17 2023
<u>/s/ Kevin O'Boyle</u> Kevin O'Boyle	Director	April 17 2023
<u>/s/ Philippe A. Schaison</u> Philippe A. Schaison	Director	April 17 2023

DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121-2133
T: (858) 677-1400
F: (858) 677-1401
www.dlapiper.com

April 17, 2023

Sientra, Inc.
3333 Michelson Drive, Suite 650
Irvine, California 92612

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 535,122 shares of Common Stock (the “Shares”), including (i) 428,098 shares of Common Stock pursuant to the Company’s 2014 Equity Incentive Plan (the “2014 EIP”), and (ii) 107,024 shares of Common Stock pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “ESPP” and, together with 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 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 report dated April 17, 2023, with respect to the consolidated financial statements of Sientra, Inc., incorporated herein by reference.

/s/ KPMG LLP

Los Angeles, California

April 17, 2023

Calculation of Filing Fee Tables
Form S-8
 (Form Type)
Sientra, 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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other	428,098 ⁽²⁾	\$1.37 ⁽⁴⁾	\$586,494.26	\$110.20 per \$1,000,000	\$64.63
Equity	Common Stock, \$0.01 par value per share	Other	107,024 ⁽³⁾	1.1645 ⁽⁵⁾	124,629.45		13.74
Total Offering Amounts					\$711,123.71		\$78.37
Total Fee Offsets							—
Net Fee Due							\$78.37

- (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”) and the 2014 Employee Stock Purchase Plan (the “2014 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents 428,098 shares of Common Stock that became available for issuance on January 1, 2023 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 (and including) January 1, 2024. The number of shares added each year will be equal to the lesser of: (a) 4% of the total number of shares of the Registrant’s common stock outstanding on the last day of the month prior to the date of such automatic increase; and (b) such lesser number of shares of Common Stock as is determined by the Registrant’s board of directors (the “Board”) or a committee appointed by the Board for the applicable year.
- (3) Represents 107,024 shares of Common Stock that became available for issuance on January 1, 2023 under the 2014 ESPP pursuant to an evergreen provision of the 2014 ESPP. Pursuant to such provision, 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 (and including) January 1, 2024. The number of shares added each year will be equal to the lesser of: (a) 1% of the total number of shares of the Registrant’s common stock outstanding on the last day of the month prior to the date of such automatic increase; (b) 3,000,000 shares of Common Stock; and (c) such lesser number of shares of Common Stock as is determined by the Board or a committee appointed by the Board for the applicable year.
- (4) 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 12, 2023, as reported on the NASDAQ Global Select Market.
- (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 12, 2023, as reported on the NASDAQ Global Select Market, multiplied by 85%. Pursuant to the 2014 ESPP, the purchase price of a share is 85% of the fair market value of the lower of the Registrant’s common stock on the Offering Date or the Purchase Date (as such terms are defined in the 2014 ESPP).