

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

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

Artiva Biotherapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**5505 Morehouse Drive, Suite 100
San Diego, CA**
(Address of Principal Executive Offices)

83-3614316
(I.R.S. Employer
Identification No.)

92121
(Zip Code)

**Artiva Biotherapeutics, Inc. 2024 Equity Incentive Plan
Artiva Biotherapeutics, Inc. 2024 Employee Stock Purchase Plan**
(Full titles of the plans)

Fred Aslan, M.D.
President and Chief Executive Officer
Artiva Biotherapeutics, Inc.
5505 Morehouse Drive, Suite 100
San Diego, CA 92121
(858) 267-4467

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

Copies to:

Carlos Ramirez
Cooley LLP
10265 Science Center Drive
San Diego, CA 92121
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Artiva Biotherapeutics, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered its shares of common stock, par value \$0.0001 per share, for issuance under the Registrant’s 2024 Equity Incentive Plan and the Registrant’s 2024 Employee Stock Purchase Plan under the Registrant’s Registration Statement on Form S-8 (the “Prior Registration Statement”) filed with the SEC on [July 22, 2024](#) (File No. 333-280950).

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 29, 2025](#) and [June 25, 2025](#) (File No. 001-42179) (each to the extent the information in such reports is filed and not furnished);
- (b) The Registrant’s Quarterly Reports on Form 10-Q filed with the Commission for the quarters ended March 31, 2025 and June 30, 2025, on [May 8, 2025](#) and [August 6, 2025](#), respectively (File No. 001-42179);
- (c) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on [March 24, 2025](#) (File No. 001-42179);
- (d) The information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024 from the Registrant’s Definitive Proxy Statement on [Schedule 14A](#) (other than information furnished rather than filed), filed with the Commission on April 29, 2025 (File No. 001-42179); and
- (e) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A12B](#) filed on July 16, 2024 (File No. 001-42179) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.3](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on March 24, 2025 (File No. 001-39979).

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

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation, as currently in effect (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-42179, filed with the Commission on July 22, 2024).</u>
4.2	<u>Amended and Restated Bylaws, as currently in effect (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-42179, filed with the Commission on July 22, 2024).</u>
4.3	<u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-280568), filed with the Commission on June 28, 2024).</u>
4.4	<u>Amended and Restated Investors' Rights Agreement, dated February 22, 2021, by and among the Registrant and certain of its stockholders (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-280568), filed with the Commission on June 28, 2024).</u>
5.1*	<u>Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<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>2024 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-42179) filed with the SEC on June 25, 2025.</u>
99.2	<u>Form of Stock Option Grant Notice, Option Agreement and Notice of Exercise under the 2024 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-280568), filed with the Commission on June 28, 2024).</u>
99.3	<u>Form of Restricted Stock Unit Grant Notice and Award Agreement under the 2024 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-280568), filed with the Commission on July 15, 2024).</u>
99.4	<u>2024 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 99.6 to the Registrant's Registration Statement on Form S-8 (File No. 333-280950), filed with the Commission on July 22, 2024).</u>
107*	<u>Filing Fee Disclosure and Payment Methods.</u>

* Filed herewith.

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 San Diego, State of California, on August 6, 2025.

ARTIVA BIOTHERAPEUTICS, INC.

By: /s/ Fred Aslan, M.D.
Fred Aslan, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Fred Aslan, M.D. and Neha Krishnamohan and each of them, as his or her true and lawful attorneys-in-fact and agents, and each of them, with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with 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 requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Fred Aslan, M.D.</u> Fred Aslan, M.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 6, 2025
<u>/s/ Neha Krishnamohan</u> Neha Krishnamohan	Chief Financial Officer and EVP, Corporate Development <i>(Principal Financial and Accounting Officer)</i>	August 6, 2025
<u>/s/ Brian Daniels, M.D.</u> Brian Daniels, M.D.	Chairperson of the Board of Directors	August 6, 2025
<u>/s/ Daniel Baker, M.D.</u> Daniel Baker, M.D.	Director	August 6, 2025
<u>/s/ Elizabeth Hougen</u> Elizabeth Hougen	Director	August 6, 2025
<u>/s/ Diego Miralles, M.D.</u> Diego Miralles, M.D.	Director	August 6, 2025
<u>/s/ Alison Moore</u> Alison Moore	Director	August 6, 2025
<u>/s/ Laura Stoppel, Ph.D.</u> Laura Stoppel, Ph.D.	Director	August 6, 2025



Carlos Ramirez
T: +1 858 550 6157
cramirez@cooley.com

August 6, 2025

Artiva Biotherapeutics, Inc.
5505 Morehouse Drive, Suite 100
San Diego, California 92121

Ladies and Gentlemen:

We have acted as counsel to Artiva Biotherapeutics, Inc., a Delaware corporation (the "*Company*"), in connection with the filing by the Company of a registration statement on Form S-8 (the "*Registration Statement*") with the Securities and Exchange Commission (the "*Commission*") covering the offering of up to 2,672,076 shares of the Company's Common Stock, \$0.0001 par value per share (the "*Shares*"), consisting of (i) 2,429,160 shares issuable pursuant to the Company's 2024 Equity Incentive Plan, as amended (the "*2024 Plan*"), and (ii) 242,916 shares issuable pursuant to the Company's 2024 Employee Stock Purchase Plan (together with the 2024 Plan, the "*Plans*").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and related prospectuses, (ii) the Company's certificate of incorporation and bylaws, each as currently in effect, (iii) the Plans, and (iv) such other records, documents, certificates, memoranda and 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 all documents by all persons other than by the Company. 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 related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.



August 6, 2025

Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Carlos A. Ramirez
Carlos A. Ramirez

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 24, 2025, with respect to the financial statements of Artiva Biotherapeutics, Inc., incorporated herein by reference.

/s/ KPMG LLP

San Diego, California

August 6, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)

Artiva Biotherapeutics, 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
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2024 Equity Incentive Plan	Other(2)	2,429,160 (3)	\$3.00	\$7,287,480.00	0.00015310	\$1,115.71
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2024 Employee Stock Purchase Plan	Other(4)	242,916 (5)	\$2.55	\$619,435.80	0.00015310	\$94.84
Total Offering Amounts				—	\$7,906,915.80	—	\$1,210.55
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$1,210.55

- (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 Common Stock (“Common Stock”) of Artiva Biotherapeutics, Inc. (the “Registrant”) that become issuable under the Registrant’s 2024 Equity Incentive Plan (the “2024 Plan”) or the Registrant’s 2024 Employee Stock Purchase Plan (the “2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act using the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on July 30, 2025 (the “Average Price”).

- (3) Represents (i) 1,214,580 shares of Common Stock authorized for issuance under the 2024 Plan pursuant to an amendment to such plan that was approved by the Registrant's stockholders on June 24, 2025 and (ii) 1,214,580 shares of Common Stock that were automatically added to the shares authorized for issuance under the 2024 Plan on January 1, 2025 pursuant to an "evergreen" provision contained in the 2024 Plan. Pursuant to such provision, on January 1st of each year through (and including) January 1, 2034, in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding year; provided, however, that the Registrant's board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock.
 - (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated on the basis of the Average Price, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2024 ESPP.
 - (5) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2024 ESPP on January 1, 2025 pursuant to an "evergreen" provision contained in the 2024 ESPP. Pursuant to such provision, on January 1st of each year through (and including) January 1, 2034, in an amount equal to the lesser of (i) 1% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year and (ii) 424,000 shares of Common Stock; provided, however, that the Registrant's board of directors may act prior to January 1st of a given year to provide that there will be no increase in the share reserve for such calendar year or that the increase for such year will be a lesser number of shares of Common Stock than would otherwise occur.
-