

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

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

EQRx, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1691173
(I.R.S. Employer
Identification No.)

50 Hampshire Street
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02139
(Zip Code)

EQRx, Inc. 2021 Stock Option and Incentive Plan
EQRx, Inc. 2021 Employee Stock Purchase Plan
(Full title of the plans)

Melanie Nallicheri
Chief Executive Officer
EQRx, Inc.
50 Hampshire Street
Cambridge, Massachusetts 02139
(Name and address of agent for service)

(617) 315-2255
(Telephone number, including area code, of agent for service)

Copies to:

Dina Ciarimboli
EQRx, Inc.
50 Hampshire Street
Cambridge, Massachusetts 02139
Tel: (617) 315-2255

William D. Collins, Esq.
Marianne Sarrazin, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
Tel: (617) 570-1000

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
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

EQRx, Inc. (EQRx) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 24,427,460 shares of its common stock, par value \$0.0001 per share (the Common Stock), under the EQRx, Inc. 2021 Stock Option and Incentive Plan (the 2021 Plan) and an additional 4,876,326 shares of Common Stock under the EQRx, Inc. 2021 Employee Stock Purchase Plan (the ESPP), pursuant to the provisions of each plan that provide for annual automatic increases in the number of shares of Common Stock reserved for issuance under each plan. In each case, the additional shares are of the same class as other securities for which a registration statement relating to the 2021 Plan and the ESPP has previously been filed and is effective. Accordingly, this registration statement incorporates by reference the contents of the registration statement on [Form S-8 \(File No. 333-262934\)](#), filed with the Securities and Exchange Commission on February 23, 2022 relating to the 2021 Plan and the ESPP pursuant to General Instruction E, except with respect to Item 8. Exhibits thereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	Second Amended and Restated Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the Form 8-K filed December 20, 2021).
4.2	Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the Form 8-K filed December 20, 2021).
4.3	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Form S-4 (file No. 333-259054) filed October 29, 2021).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page of this registration statement).
99.1	EQRx, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.8 to the Form 8-K filed December 20, 2021).
99.2	Amendment No. 1 to EQRx, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.2 to the Form 10-K filed February 23, 2023).
99.3	Form of Incentive Stock Option Agreement, Non-Qualified Stock Option Agreement for Non-Employee Directors, Non-Qualified Stock Option Agreement for Company Employees, Restricted Stock Award Agreement, Restricted Stock Unit Award Agreement for Non-Employee Directors and Restricted Stock Unit Award Agreement for Company Employees under the EQRx, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.9 to the Form 8-K filed December 20, 2021).
99.4	EQRx, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.10 to the Form 8-K filed December 20, 2021).
107*	Filing Fee Table.

* Filed herewith.

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 Cambridge, Massachusetts, on the 23rd day of February, 2023.

EQRx, Inc.

By: /s/ Melanie Nallicheri
Name: Melanie Nallicheri
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Melanie Nallicheri and Jami Rubin as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Melanie Nallicheri</u> Melanie Nallicheri	President, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2023
<u>/s/ Jami Rubin</u> Jami Rubin	Chief Financial Officer (Principal Financial and Accounting Officer)	February 23, 2023
<u>/s/ Alexis Borisy</u> Alexis Borisy	Chairman of the Board	February 23, 2023
<u>/s/ Amy Abernethy</u> Amy Abernethy	Director	February 23, 2023
<u>/s/ Paul Berns</u> Paul Berns	Director	February 23, 2023
<u>/s/ Jorge Conde</u> Jorge Conde	Director	February 23, 2023
<u>/s/ Kathryn Giusti</u> Kathryn Giusti	Director	February 23, 2023
<u>/s/ Sandra Horning</u> Sandra Horning	Director	February 23, 2023
<u>/s/ Clive Meanwell</u> Clive Meanwell	Director	February 23, 2023
<u>/s/ Samuel Merksamer</u> Samuel Merksamer	Director	February 23, 2023
<u>/s/ Krishna Yeshwant</u> Krishna Yeshwant	Director	February 23, 2023



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

February 23, 2023

EQRx, Inc.
50 Hampshire Street
Cambridge, Massachusetts 02139

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 29,303,786 shares (the "Shares") of common stock, \$0.0001 par value per share (the "Common Stock"), of EQRx, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan and 2021 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/S/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Stock Option and Incentive Plan and the 2021 Employee Stock Purchase Plan of EQRx, Inc. of our reports dated February 23, 2023, with respect to the consolidated financial statements of EQRx, Inc. and the effectiveness of internal control over financial reporting of EQRx, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 23, 2023

Calculation of Filing Fee Tables
S-8
(Form Type)
EQRx, 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 ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share, under 2021 Stock Option and Incentive Plan	Rule 457(c) and Rule 457(h)	24,427,460 ⁽³⁾	\$2.18	\$53,251,862.80	\$0.0001102	\$5,868.36
Equity	Common stock, par value \$0.0001 per share, under 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	4,876,326 ⁽⁴⁾	\$2.18	\$10,630,390.68	\$0.0001102	\$1,171.47
Total Offering Amounts					\$63,882,253.48		\$7,039.83
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$7,039.83

- (1) Pursuant to Rule 416 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, \$0.0001 par value per share (the “Common Stock”) that become issuable under the under the 2021 Stock Option and Incentive Plan (the “2021 Plan”) and the 2021 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in a change in the number of the registrant’s outstanding shares of Common Stock.
- (2) The price of \$2.18 per share, which is the average of the high and low sale prices of the Common Stock on the Nasdaq Global Market on February 22, 2023 is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act.
- (3) Represents an automatic increase of 24,427,460 shares of Common Stock available for issuance under the 2021 Plan effective as of January 1, 2023. Shares available for issuance under the 2021 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on February 23, 2022 (File No. 333-262934).
- (4) Represents an automatic increase of 4,876,326 shares of Common Stock available for issuance under the ESPP, effective as of January 1, 2023. Shares available for issuance under the ESPP were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on February 23, 2022 (File No. 333-262934).