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

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

Vir Biotechnology, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-2730369
(IRS employer
identification number)

499 Illinois Street, Suite 500
San Francisco, California
(Address of Principal Executive Offices)

94158
(Zip Code)

2019 Equity Incentive Plan
2019 Employee Stock Purchase Plan
(Full titles of the plans)

George Scangos, Ph.D.
President and Chief Executive Officer
Vir Biotechnology, Inc.
499 Illinois Street, Suite 500
San Francisco, California 94158
(Name and address of agent for service)

(415) 906-4324
(Telephone number, including area code, of agent for service)

Copies to:

Cynthia T. Mazareas
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000

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.

STATEMENT OF INCORPORATION BY REFERENCE

Vir Biotechnology, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 6,661,833 shares of common stock, par value \$0.0001 per share, of the Registrant (the “Common Stock”) under the Vir Biotechnology, Inc. 2019 Equity Incentive Plan (the “Incentive Plan”) and an additional 1,332,366 shares of Common Stock under the Vir Biotechnology, Inc. 2019 Employee Stock Purchase Plan (the “ESPP”), pursuant to the provisions of each plan which 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 on Form S-8 relating to the Incentive 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. 333-234212, filed with the Securities and Exchange Commission (the “Commission”) on October 15, 2019 by the Registrant relating to the Incentive Plan and the ESPP,
- the Registration Statement on [Form S-8](#), File No. 333-237410, filed with the Commission on March 26, 2020 by the Registrant relating to the Incentive Plan and the ESPP,
- the Registration Statement on [Form S-8](#), File No. 333-253547, filed with the Commission on February 25, 2021 by the Registrant relating to the Incentive Plan and the ESPP, and
- the Registration Statement on [Form S-8](#), File No. 333-263088, filed with the Commission on February 28, 2022 by the Registrant relating to the Incentive Plan and the ESPP,

except in each case with respect to “Item 8. Exhibits” thereof.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39083), filed with the Commission on October 16, 2019).
4.2	Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39083), filed with the Commission on October 16, 2019).
4.3	Specimen common stock certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233604), filed with the Commission on September 30, 2019).
4.4	Vir Biotechnology, Inc. 2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 4.8 to the Registrant's Registration Statement on Form S-8 (File No. 333-234212), filed with the Commission on October 15, 2019).
4.5	Forms of Option Grant Notice and Option Agreement under the Vir Biotechnology, Inc. 2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-233604), filed with the Commission on September 3, 2019).
4.6	Form of Restricted Stock Unit Grant Notice and Unit Award Agreement under the Vir Biotechnology, Inc. 2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K (File No. 001-39083), filed with the Commission on February 25, 2021).
4.7	Vir Biotechnology, Inc. 2019 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 4.11 to the Registrant's Registration Statement on Form S-8 (File No. 333-234212), filed with the Commission on October 15, 2019).
5.1*	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).
107*	Calculation of Filing Fee Tables.
*	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 Francisco, State of California, on February 28, 2023.

Vir Biotechnology, Inc.

By: /s/ George Scangos

George Scangos, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George Scangos, Johanna Friedl-Naderer, Howard Horn and Vanina de Verneuil, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign 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 requisite and necessary to be done in connection therewith, 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 any of them, or their or his or her substitutes or substitute, 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 on Form S-8 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/ George Scangos</u> George Scangos, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 28, 2023
<u>/s/ Howard Horn</u> Howard Horn	Chief Financial Officer and Secretary <i>(Principal Financial and Accounting Officer)</i>	February 28, 2023
<u>/s/ Vicki Sato</u> Vicki Sato, Ph.D.	Chairman of the Board of Directors	February 28, 2023
<u>/s/ Jeffrey Hatfield</u> Jeffrey Hatfield	Director	February 28, 2023
<u>/s/ Robert More</u> Robert More	Director	February 28, 2023
<u>/s/ Janet Napolitano</u> Janet Napolitano	Director	February 28, 2023
<u>/s/ Robert Nelsen</u> Robert Nelsen	Director	February 28, 2023
<u>/s/ Robert Perez</u> Robert Perez	Director	February 28, 2023
<u>/s/ Saira Ramasastry</u> Saira Ramasastry	Director	February 28, 2023
<u>/s/ Phillip Sharp</u> Phillip Sharp, Ph.D.	Director	February 28, 2023
<u>/s/ Elliott Sigal</u> Elliott Sigal, M.D., Ph.D.	Director	February 28, 2023

February 28, 2023

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Vir Biotechnology, Inc.
499 Illinois Street, Suite 500
San Francisco, California 94158

Re: Vir Biotechnology, Inc. 2019 Equity Incentive Plan
Vir Biotechnology, Inc. 2019 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to an aggregate of 7,994,199 shares of common stock, \$0.0001 par value per share (the “Shares”), of Vir Biotechnology, Inc., a Delaware corporation (the “Company”), issuable under the Vir Biotechnology, Inc. 2019 Equity Incentive Plan and the Vir Biotechnology, Inc. 2019 Employee Stock Purchase Plan (collectively, the “Plans”).

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the board of directors and stockholders of the Company, the Registration Statement, the Plans and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

/s/ Wilmer Cutler Pickering Hale and Dorr LLP
WILMER CUTLER PICKERING HALE AND DORR LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2019 Equity Incentive Plan of Vir Biotechnology, Inc. and the 2019 Employee Stock Purchase Plan of Vir Biotechnology, Inc. of our reports dated February 28, 2023, with respect to the consolidated financial statements of Vir Biotechnology, Inc. and the effectiveness of internal control over financial reporting of Vir Biotechnology, 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

San Mateo, California
February 28, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Vir Biotechnology, 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	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	6,661,833 shares ⁽²⁾	\$23.12 ⁽⁴⁾	\$154,021,579 ⁽⁴⁾	\$110.20 per \$1,000,000	\$16,973.18
Equity	Common Stock, \$0.0001 par value per share	Other	1,332,366 shares ⁽³⁾	\$23.12 ⁽⁴⁾	\$30,804,302 ⁽⁴⁾	\$110.20 per \$1,000,000	\$3,394.64
Total Offering Amounts				—	\$184,825,881	—	\$20,367.82
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$20,367.82

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock that become issuable under the Vir Biotechnology, Inc. 2019 Equity Incentive Plan (the “Incentive Plan”) or the Vir Biotechnology, Inc. 2019 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of Vir Biotechnology, Inc.’s outstanding shares of common stock, par value \$0.0001 per share (the “Common Stock”).
- (2) Represents additional shares of Common Stock reserved for issuance under the Incentive Plan as a result of the automatic increase in shares reserved thereunder on January 1, 2023, pursuant to the terms of the Incentive Plan. The Incentive Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the Incentive Plan on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the lesser of (a) 5% of the total number of shares of Vir Biotechnology, Inc.’s capital stock outstanding on December 31 of the preceding calendar year and (b) a number of shares of Common Stock designated by action of Vir Biotechnology, Inc.’s board of directors prior to the first day of any calendar year.
- (3) Represents additional shares of Common Stock reserved for issuance under the ESPP as a result of the automatic increase in shares reserved thereunder on January 1, 2023 pursuant to the terms of the ESPP. The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the lesser of: (a) 1% of the total number of shares of Vir Biotechnology, Inc.’s capital stock outstanding on December 31 of the preceding calendar year; (b) 2,700,000 shares of Common Stock and (c) a number of shares of Common Stock designated by action of Vir Biotechnology, Inc.’s board of directors prior to the first day of any calendar year.
- (4) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of Vir Biotechnology, Inc.’s common stock as reported on The Nasdaq Global Select Market on February 24, 2023.

