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

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

KARUNA THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

27-0605902
(I.R.S. Employer
Identification No.)

**99 High Street, Floor 26
Boston, Massachusetts**
(Address of Principal Executive Offices)

02110
(Zip Code)

**Karuna Therapeutics, Inc. 2019 Stock Option and Incentive Plan
Karuna Therapeutics, Inc. 2019 Employee Stock Purchase Plan**
(Full Title of the Plans)

William Meury
President and Chief Executive Officer

**Karuna Therapeutics, Inc.
99 High Street, Floor 26
Boston, Massachusetts 02110
(857) 449-2244**

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

Copies to:

**Mitchell S. Bloom, Esq.
Siavosh Salimi, Esq.
Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018
(212) 813-8800**

Mia Kelley
Vice President, Legal Affairs
Karuna Therapeutics, Inc.
99 High Street, Floor 26
Boston, Massachusetts 02110
(857) 449-2244

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

This Registration Statement on Form S-8 relating to the 2019 Stock Option and Incentive Plan and the 2019 Employee Stock Purchase Plan of Karuna Therapeutics, Inc. (the “Registrant”) registers additional securities of the same class as other securities for which registration statements filed on Form S-8 (SEC File No. 333-232521, SEC File No. 333-237360, SEC File No. 333-253501 and SEC File No. 333-262946) of the Registrant are effective. Accordingly, the information contained in the Registrant’s Registration Statements on [Form S-8](#) (SEC File No. 333-232521, SEC File No. 333-237360, SEC File No. 333-253501 and SEC File No. 333-262946) filed with the Securities and Exchange Commission on July 2, 2019 is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on July 3, 2019, and incorporated by reference herein).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on May 6, 2021, and incorporated by reference herein).</u>
4.3	<u>Specimen stock certificate evidencing the shares of common stock (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, filed with the SEC on June 17, 2019, and incorporated by reference herein).</u>
4.4	<u>Amended and Restated Investors' Rights Agreement, dated as of March 15, 2019, among the Registrant and the other parties thereto (filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
5.1*	<u>Opinion of Goodwin Procter LLP</u>
23.1*	<u>Consent of KPMG LLP, independent registered public accounting firm</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature page)</u>
99.1	<u>2019 Stock Option and Incentive Plan (filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, filed with the SEC on June 17, 2019, and incorporated by reference herein).</u>
99.2	<u>Form of Incentive Stock Option Agreement under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
99.3	<u>Form of Non-Qualified Stock Option Agreement for Company Employees under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
99.4	<u>Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
99.5	<u>Form of Restricted Stock Award Agreement under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
99.6	<u>Form of Restricted Stock Unit Award Agreement for Company Employees under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.7 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
99.7	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.8 to the Registrant's Registration Statement on Form S-1, filed with the SEC on May 31, 2019, and incorporated by reference herein).</u>
99.8	<u>2019 Employee Stock Purchase Plan (filed as Exhibit 10.9 to the Registrant's Registration Statement on Form S-1, filed with the SEC on June 17, 2019, and incorporated by reference herein).</u>
107*	<u>Filing Fee Table</u>

* 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 Boston, Commonwealth of Massachusetts, on February 23, 2023.

KARUNA THERAPEUTICS, INC.

By: /s/ William Meury
William Meury
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Karuna Therapeutics, Inc. (the "Company"), hereby severally constitute and appoint William Meury and Troy Ignelzi, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

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:

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ William Meury</u> William Meury	President, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2023
<u>/s/ Troy Ignelzi</u> Troy Ignelzi	Chief Financial Officer (Principal Financial and Accounting Officer)	February 23, 2023
<u>/s/ Christopher J. Coughlin</u> Christopher J. Coughlin	Director	February 23, 2023
<u>/s/ James I. Healy, M.D.</u> James I. Healy, M.D.	Director	February 23, 2023
<u>/s/ Jeffrey M. Jonas, M.D.</u> Jeffrey M. Jonas, M.D.	Director	February 23, 2023
<u>/s/ Laurie J. Olson</u> Laurie J. Olson	Director	February 23, 2023
<u>/s/ Atul Pande, M.D.</u> Atul Pande, M.D.	Director	February 23, 2023
<u>/s/ Steven Paul, M.D.</u> Steven Paul, M.D.	Chief Scientific Officer, President of Research and Development, and Director	February 23, 2023
<u>/s/ Denice M. Torres</u> Denice M. Torres	Director	February 23, 2023
<u>/s/ David E. Wheadon, M.D.</u> David E. Wheadon, M.D.	Director	February 23, 2023



Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018

goodwinlaw.com
+1 212 813 8800

February 23, 2023

Karuna Therapeutics, Inc.
99 High Street, Floor 26
Boston, Massachusetts 02110

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 1,723,695 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Karuna Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Stock Option Plan and 2019 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 opinions 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



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 23, 2023, with respect to the consolidated financial statements of Karuna Therapeutics, Inc. and subsidiary, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts
February 23, 2023

CALCULATION OF FILING FEES TABLE

Form S-8

(Form Type)

Karuna Therapeutics, 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, par value \$0.0001 per share	457(h)	1,378,956 ⁽²⁾	\$194.69 ⁽³⁾	\$268,468,944	\$0.00011020	\$29,585
Equity	Common Stock, par value \$0.0001 per share	Common Stock, par value \$0.0001 per share	344,739 ⁽⁴⁾	\$165.49 ⁽⁵⁾	\$57,050,857	\$0.00011020	\$6,287
Total Offering Amount					\$325,519,801		\$35,872
Total Fee Offsets							\$0
Net Fee Due					\$325,519,801		\$35,872

- (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 common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Represents an automatic annual increase on January 1, 2023 to the number of shares reserved for issuance under the 2019 Stock Option and Incentive Plan (the “2019 Plan”) pursuant to the terms of the 2019 Plan. Shares available for issuance under the 2019 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on July 2, 2019 (Registration No. 333-232521), March 24, 2020 (Registration No. 333-237360), February 25, 2021 (Registration No. 333-253501) and February 24, 2022 (Registration No. 333-262946).
- (3) The price of \$194.69 per share, which is the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on February 17, 2023, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price.
- (4) Represents an automatic annual increase on January 1, 2023 to the number of shares reserved for issuance under the 2019 Employee Stock Purchase Plan (the “2019 ESPP”) pursuant to the terms of the 2019 ESPP. Shares available for issuance under the 2019 ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on July 2, 2019 (Registration No. 333-232521), March 24, 2020 (Registration No. 333-237360), February 25, 2021 (Registration No. 333-253501) and February 24, 2022 (Registration No. 333-262946).
- (5) The price of \$165.49 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on February 17, 2023, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price. Pursuant to the 2019 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.