

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

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

**Clearside Biomedical, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of Incorporation or organization)

**45-2437375**

(I.R.S. Employer Identification No.)

**900 North Point Parkway, Suite 200  
Alpharetta, Georgia 30005**

(Address of principal executive offices) (Zip code)

**2016 Equity Incentive Plan**

(Full title of the plan)

**George Lasezkay, Pharm.D., J.D.  
President and Chief Executive Officer  
Clearside Biomedical, Inc.  
900 North Point Parkway, Suite 200  
Alpharetta, Georgia 30005  
(678) 270-3631**

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

*Copies to:*

**Mark Ballantyne  
Asheley Walker  
Cooley LLP  
One Freedom Square, Reston Town Center  
11951 Freedom Drive  
Reston, VA 20190  
(703) 456-8000**

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 is being filed by Clearside Biomedical, Inc., a Delaware corporation (the “Registrant”), pursuant to General Instruction E to Form S-8, to register 2,514,033 additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), to be issued pursuant to the Registrant’s 2016 Equity Incentive Plan (the “2016 EIP”). In accordance with such instruction, the Registrant hereby incorporates herein by reference the prior Registration Statements on Form S-8 filed by the Registrant with respect to the 2016 EIP on May 12, 2023 (File No. 333-271877), May 12, 2022 (File No. 333-264885), May 17, 2021 (File No. 333-256212), May 8, 2020 (File No. 333-238133), May 10, 2019 (File No. 333-231383), May 10, 2018 (File No. 333-224826), March 16, 2017 (File No. 333-216750) and June 14, 2016 (File No. 333-212014), together with all exhibits filed therewith or incorporated therein by reference.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
4.1 <sup>(1)</sup>	<a href="#"><u>Amended and Restated Certificate of Incorporation, as currently in effect.</u></a>
4.2 <sup>(2)</sup>	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation, as currently in effect.</u></a>
4.3 <sup>(3)</sup>	<a href="#"><u>Amended and Restated Bylaws, as currently in effect.</u></a>
4.4 <sup>(4)</sup>	<a href="#"><u>Specimen stock certificate evidencing shares of Common Stock.</u></a>
4.5 <sup>(5)</sup>	<a href="#"><u>2016 Equity Incentive Plan.</u></a>
4.6 <sup>(6)</sup>	<a href="#"><u>Form of Stock Option Grant Notice and Stock Option Agreement under 2016 Equity Incentive Plan.</u></a>
4.7 <sup>(7)</sup>	<a href="#"><u>Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under 2016 Equity Incentive Plan.</u></a>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</u></a>
23.2	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of this Form S-8).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

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- (1) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37783), filed with the Commission on June 7, 2016, and incorporated by reference herein.
  - (2) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37783), filed with the Commission on June 23, 2022, and incorporated by reference herein.
  - (3) Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37783), filed with the Commission on June 7, 2016, and incorporated by reference herein.
  - (4) Previously filed as Exhibit 4.1 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-208916), filed with the Commission on March 18, 2016, and incorporated by reference herein.
  - (5) Previously filed as Exhibit 4.7 to the Registrant's Registration Statement on Form S-8 (File No. 333-212014), filed with the Commission on June 14, 2016, and incorporated by reference herein.
  - (6) Previously filed as Exhibit 10.7 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-208916), filed with the Commission on March 18, 2016, and incorporated by reference herein.
  - (7) Previously filed as Exhibit 10.8 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-208916), filed with the Commission on March 18, 2016, and incorporated by reference herein.
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## 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 Alpharetta, State of Georgia, on this 10<sup>th</sup> day of May, 2024.

**CLEARSIDE BIOMEDICAL, INC.**

By: */s/ George Lasezkay*

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George Lasezkay, Pharm.D., J.D.

*President and Chief Executive Officer*

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## POWER OF ATTORNEY

**Know All Persons By These Presents**, that each person whose signature appears below constitutes and appoints George Lasezkay and Charles A. Deignan, 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 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 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ George Lasezkay</u> George Lasezkay, Pharm.D., J.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	May 10, 2024
<u>/s/ Charles A. Deignan</u> Charles A. Deignan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 10, 2024
<u>/s/Christy L. Shaffer</u> Christy L. Shaffer, Ph.D.	Director	May 10, 2024
<u>/s/Clay B. Thorp</u> Clay B. Thorp	Director	May 10, 2024
<u>/s/William D. Humphries</u> William D. Humphries	Director	May 10, 2024
<u>/s/Jeffrey L. Edwards</u> Jeffrey L. Edwards	Director	May 10, 2024
<u>/s/Richard Croarkin</u> Richard Croarkin	Director	May 10, 2024
<u>/s/Nancy J. Hutson</u> Nancy J. Hutson., Ph.D.	Director	May 10, 2024
<u>/s/Benjamin Yerxa</u> Benjamin Yerxa	Director	May 10, 2024
<u>/s/Anthony Gibney</u> Anthony Gibney	Director	May 10, 2024



Mark Ballantyne  
(703) 456-8084  
mballantyne@cooley.com

May 10, 2024

Cleaside Biomedical, Inc.  
900 North Point Parkway, Suite 200  
Alpharetta, Georgia 30005

We have acted as counsel to Cleaside Biomedical, 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 2,514,033 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share, pursuant to the Company's 2016 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) 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 the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. 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 Plan, and the Registration Statement and related prospectus, 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 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.

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/ Mark Ballantyne          

Mark Ballantyne

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Incentive Plan of Clearside Biomedical, Inc. of our report dated March 12, 2024, with respect to the financial statements of Clearside Biomedical, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia  
May 10, 2024

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## Calculation of Filing Fee Table

## Form S-8

**CLEARSIDE BIOMEDICAL, 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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, Clearside Biomedical, Inc. 2016 Equity Incentive Plan	Other <sup>(2)</sup>	2,514,033 <sup>(2)</sup>	\$1.31 <sup>(3)</sup>	\$3,293,383.23	\$0.0001476	\$486.11
<b>Total Offering Amount</b>					\$3,293,383.23		—
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$486.11

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share (“*Common Stock*”) of Clearside Biomedical, Inc. (the “*Registrant*”) that become issuable under the 2016 Equity Incentive Plan (the “*2016 EIP*”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable.
- (2) Represents shares of Common Stock that were added to the shares authorized for issuance under the 2016 EIP on January 1, 2024 pursuant to an “evergreen” provision contained in the 2016 EIP.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon a per share price of \$1.31, which is the average of the high and low prices per share of the Registrant’s Common Stock on May 6, 2024, as reported on The Nasdaq Global Market.



