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

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

Solid Biosciences Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

90-0943402
(I.R.S. Employer
Identification No.)

500 Rutherford Avenue
Charlestown, Massachusetts
(Address of Principal Executive Offices)

02129
(Zip Code)

Amended and Restated 2020 Equity Incentive Plan
(Full Title of the Plan)

Alexander Cumbo
President and Chief Executive Officer
Solid Biosciences Inc.
500 Rutherford Avenue
Charlestown, Massachusetts 02129
(Name and Address of Agent For Service)

(617) 337-4680
(Telephone Number, Including Area Code, of Agent For Service)

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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8, relating to the Amended and Restated 2020 Equity Incentive Plan of Solid Biosciences Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the Amended and Restated 2020 Equity Incentive Plan, as amended, has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-241370, filed with the Securities and Exchange Commission on [August 6, 2020](#) by the Registrant, relating to the Registrant’s 2020 Equity Incentive Plan, (ii) the Registration Statement on Form S-8, File No. 333-258856, filed with the Securities and Exchange Commission on [August 16, 2021](#) by the Registrant, relating to the Registrant’s 2020 Equity Incentive Plan, 2021 Employee Stock Purchase Plan, Inducement Stock Option Awards (March 2021 – August 2021) and Inducement Restricted Stock Unit Award (August 2021), and (iii) the Registration Statement on Form S-8, File No. 333-268643, filed with the Securities and Exchange Commission on [December 2, 2022](#) by the Registrant, relating to the Registrant’s Amended and Restated 2020 Equity Incentive Plan, Inducement Stock Option Awards (December 2022) and Inducement Restricted Stock Unit Awards (December 2022), and, in each case, except for Item 8, Exhibits.

Item 8.

Exhibits

<u>Number</u>	<u>Description</u>
4.1	Certificate of Incorporation of the Registrant, as amended (incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form S-8 (File No. 333-268643) filed with the Securities and Exchange Commission on December 2, 2022)
4.2	Bylaws of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant’s Registration Statement on Form S-8 (File No. 333-222763) filed with the Securities and Exchange Commission on January 29, 2018)
5.1*	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.2*	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature pages of this registration statement)
99.1	Amended and Restated 2020 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 1, 2022)
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 Charlestown, Commonwealth of Massachusetts, on this 23rd day of March, 2023.

SOLID BIOSCIENCES INC.

By: /s/ Alexander Cumbo

Alexander Cumbo

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Solid Biosciences Inc., hereby severally constitute and appoint Alexander Cumbo, Kevin Tan and David Howton, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Solid Biosciences Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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/ Alexander Cumbo</u> Alexander Cumbo	President, Chief Executive Officer and Director (Principal Executive Officer)	March 23, 2023
<u>/s/ Kevin Tan</u> Kevin Tan	Chief Financial Officer (Principal Financial and Accounting Officer)	March 23, 2023
<u>/s/ Ian F. Smith</u> Ian F. Smith	Chairman of the Board	March 23, 2023
<u>/s/ Martin Freed</u> Martin Freed	Director	March 23, 2023
<u>/s/ Ilan Ganot</u> Ilan Ganot	Director	March 23, 2023
<u>/s/ Robert Huffines</u> Robert Huffines	Director	March 23, 2023
<u>/s/ Clare Kahn</u> Clare Kahn	Director	March 23, 2023
<u>/s/ Georgia Keresty</u> Georgia Keresty	Director	March 23, 2023
<u>/s/ Adam Koppel</u> Adam Koppel	Director	March 23, 2023
<u>/s/ Sukumar Nagendran</u> Sukumar Nagendran	Director	March 23, 2023
<u>/s/ Rajeev Shah</u> Rajeev Shah	Director	March 23, 2023
<u>/s/ Adam Stone</u> Adam Stone	Director	March 23, 2023
<u>/s/ Lynne Sullivan</u> Lynne Sullivan	Director	March 23, 2023

March 23, 2023

Solid Biosciences Inc.
500 Rutherford Avenue
Charlestown, Massachusetts 02129

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+1 617 526 5000 (f)

wilmerhale.com

Re: Amended and Restated 2020 Equity Incentive 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 977,836 shares (the "Shares") of common stock, par value \$0.001 per share, of Solid Biosciences Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2020 Equity Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and Bylaws 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 Plan 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 Plan, 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.

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 Plan, the Shares will be validly issued, fully paid and nonassessable.

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

March 23, 2023

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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

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Solid Biosciences Inc. of our report dated March 23, 2023 relating to the financial statements, which appears in Solid Biosciences Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 23, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Solid Biosciences 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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other	977,836 shares (2)	\$3.66 (3)	\$3,578,880 (3)	\$110.20 per \$1,000,000	\$394.40
Total Offering Amounts					\$3,578,880		\$394.40
Total Fee Offsets							—
Net Fee Due							\$394.40

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Reflects 977,836 shares added to the Amended and Restated 2020 Equity Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 21, 2023.