

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

Under

The Securities Act of 1933

ENTRADA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3983399
(I.R.S. Employer
Identification No.)

**6 Tide Street
Boston, MA 02210
(857) 520-9158**

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

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

**Dipal Doshi
President and Chief Executive Officer
Entrada Therapeutics, Inc.
6 Tide Street
Boston, MA 02210
(857) 520-9158**

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

Copies to:

**Arthur R. McGivern
Sarah Ashfaq
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 filed for the purposes of registering (i) an additional 1,248,973 shares of common stock, par value \$0.0001 per share (the “common stock”), of Entrada Therapeutics, Inc. (the “Registrant”) that may be issued pursuant to the Entrada Therapeutics, Inc. 2021 Stock Option and Incentive Plan (the “2021 Plan”) and (ii) an additional 312,243 shares of common stock of the Registrant that may be issued pursuant to the Entrada Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”). The number of shares of common stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on each January 1 by an amount equal to the lesser of: (i) four percent (4%) of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or (ii) such number of shares of common stock as determined by the Administrator (as defined in the 2021 Plan). Accordingly, on January 1, 2022, the number of shares of common stock reserved and available for issuance under the 2021 Plan increased by 1,248,973. This Registration Statement registers these additional 1,248,973 shares of common stock. The additional shares are of the same class as other securities relating to the 2021 Plan for which the Registrant’s registration statement filed on Form S-8 (File No. 333-260563) on October 28, 2021, is effective. The number of shares of common stock reserved and available for issuance under the 2021 ESPP is subject to an automatic annual increase on each January 1 by an amount equal to the lesser of: (i) 557,524 shares of common stock, (ii) one percent (1%) of the number of shares of common stock issued and outstanding on the immediately preceding December 31, or (iii) such number of shares of common stock as determined by the Administrator (as defined in the 2021 ESPP). Accordingly, on January 1, 2022, the number of shares of common stock reserved and available for issuance under the 2021 ESPP increased by 312,243. This Registration Statement registers these additional 312,243 shares of common stock. The additional shares are of the same class as other securities relating to the 2021 ESPP for which the Registrant’s registration statement filed on Form S-8 (File No. 333-260563) on October 28, 2021, is effective. The information contained in the Registrant’s registration statement on Form S-8 (File No. 333-260563) is hereby incorporated by reference pursuant to General Instruction E.

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

Exhibit No.	Description
4.1	Fourth Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K, filed on November 2, 2021 (File No. 001-40969)).
4.2	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 to the Registrant’s Form 8-K, filed on November 2, 2021 (File No. 001-40969)).
4.3	Amended and Restated Investors’ Rights Agreement, dated as of March 29, 2021 (Incorporated by reference to Exhibit 4.2 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-260160)).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	2021 Stock Option and Incentive Plan, and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-260160)).
99.2	2021 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-260160)).
107*	Filing Fee Table.

* 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 Boston, Commonwealth of Massachusetts, on this 15th day of March, 2022.

ENTRADA THERAPEUTICS, INC.

By: /s/ Dipal Doshi

Name: Dipal Doshi

Title: President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Dipal Doshi and Kory Wentworth 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 Securities and Exchange 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 persons in their capacities and on the date indicated below.

Name	Title	Date
<u>/s/ Dipal Doshi</u> Dipal Doshi	President and Chief Executive Officer (Principal Executive Officer)	March 15, 2022
<u>/s/ Kory Wentworth</u> Kory Wentworth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 15, 2022
<u>/s/ Kush M. Parmar</u> Kush M. Parmar, M.D., Ph.D.	Chairman and Director	March 15, 2022
<u>/s/ John F. Crowley</u> John F. Crowley	Director	March 15, 2022
<u>/s/ Todd Foley</u> Todd Foley	Director	March 15, 2022
<u>/s/ Peter S. Kim</u> Peter S. Kim, Ph.D.	Director	March 15, 2022
<u>/s/ Carole Nuechterlein</u> Carole Nuechterlein	Director	March 15, 2022
<u>/s/ Mary Thistle</u> Mary Thistle	Director	March 15, 2022

March 15, 2022

Entrada Therapeutics, Inc.
6 Tide Street
Boston, MA 02210

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 1,561,216 shares (the "Shares") of common stock, \$0.0001 par value per share ("Common Stock"), of Entrada Therapeutics, 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.

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 Entrada Therapeutics, Inc. of our report dated March 15, 2022, with respect to the consolidated financial statements of Entrada Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 15, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Entrada 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	2021 Stock Option and Incentive Plan Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)(1)	1,248,973(2)	\$ 9.44(3)	\$ 11,790,305.12	\$ 0.0000927	\$ 1,092.97
Equity	2021 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)(1)	312,243(4)	\$ 8.03(5)	\$ 2,507,311.29	\$ 0.0000927	\$ 232.43
Total Offering Amounts					\$ 14,297,616.41		-
Total Fee Offsets							-
Net Fee Due							\$ 1,325.40

- (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, \$0.0001 par value per share (the "common stock"), of Entrada Therapeutics, Inc. (the "Registrant") which become issuable under the Entrada Therapeutics, Inc. 2021 Stock Option and Incentive Plan (the "2021 Plan") or the Entrada Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP") 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. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents an automatic increase of 1,248,973 shares of common stock to the number of shares available for issuance under the 2021 Plan effective as of January 1, 2022. Shares available for issuance under the 2021 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on October 28, 2021 (File No. 333-260563).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$9.44, the average of the high and low sale prices of the of the Registrant's common stock as reported on the Nasdaq Global Market on March 11, 2022.
- (4) Represents an automatic increase of 312,243 shares of common stock to the number of shares available for issuance under the 2021 ESPP effective as of January 1, 2022. Shares available for issuance under the 2021 ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on October 28, 2021 (File No. 333-260563).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on 85% of \$8.03, the average of the high and low sale prices of the of the Registrant's common stock as reported on the Nasdaq Global Market on March 11, 2022. Pursuant to the 2021 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 applicable offering period or on the exercise date of the applicable offering period, whichever is less.