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

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

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**ENTRADA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

One Design Center Place  
Suite 17-500  
Boston, MA  
(Address of Principal Executive Offices)

02210  
(Zip Code)

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

Dipal Doshi  
Chief Executive Officer  
Entrada Therapeutics, Inc.  
One Design Center Place  
Suite 17-500  
Boston, MA 02210  
(Name and address of agent for service)

(857) 520-9158  
(Telephone number, including area code, of agent for service)

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*Copies to:*

Kingsley L. Taft  
Sarah Ashfaq  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000

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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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed for the purposes of registering (i) an additional 1,338,081 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 334,520 shares of common stock 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, 2024, the number of shares of common stock reserved and available for issuance under the 2021 Plan increased by 1,338,081. This Registration Statement registers these additional 1,338,081 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 statements filed on Form S-8 (File No. [333-260563](#), File No. [333-263556](#) and File No. [333-270286](#)) filed with the Securities and Exchange Commission (the “SEC”) on October 28, 2021, March 15, 2022 and March 6, 2023, respectively, are 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, 2024, the number of shares of common stock reserved and available for issuance under the 2021 ESPP increased by 334,520. This Registration Statement registers these additional 334,520 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 statements filed on Form S-8 (File No. [333-260563](#), File No. [333-263556](#) and File No. [333-270286](#)) filed with the SEC on October 28, 2021, March 15, 2022 and March 6, 2023, respectively, are effective. The information contained in the Registrant’s registration statements on Form S-8 (File No. [333-260563](#), File No. [333-263556](#) and File No. [333-270286](#)) is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

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## 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</u>
<u>4.1</u>	<u>Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40969) filed by the Registrant on November 2, 2021).</u>
<u>4.2</u>	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40969) filed by the Registrant on November 2, 2021).</u>
<u>4.3</u>	<u>Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated as of March 29, 2021 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-260160), filed by the Registrant on October 8, 2021).</u>
<u>5.1*</u>	<u>Opinion of Goodwin Procter LLP.</u>
<u>23.1*</u>	<u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</u>
<u>23.2*</u>	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page).</u>
<u>99.1</u>	<u>2016 Stock Incentive Plan, and forms of award agreements thereunder (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-260160), filed by the Registrant on October 25, 2021).</u>
<u>99.2</u>	<u>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), filed by the Registrant on October 25, 2021).</u>
<u>99.3</u>	<u>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), filed by the Registrant on October 25, 2021).</u>
<u>107*</u>	<u>Filing Fee Table.</u>
*	Filed herewith.

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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 Boston, Commonwealth of Massachusetts, on this 13th day of March, 2024.

### ENTRADA THERAPEUTICS, INC.

By: /s/ Dipal Doshi

Name: Dipal Doshi

Title: Chief Executive Officer (Principal 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dipal Doshi</u> Dipal Doshi	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 13, 2024
<u>/s/ Kory Wentworth</u> Kory Wentworth	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 13, 2024
<u>/s/ Kush M. Parmar, M.D., Ph.D.</u> Kush M. Parmar, M.D., Ph.D.	Chairman and Director	March 13, 2024
<u>/s/ Gina Chapman</u> Gina Chapman	Director	March 13, 2024
<u>/s/ Peter S. Kim, Ph.D.</u> Peter S. Kim, Ph.D.	Director	March 13, 2024
<u>/s/ Mary Thistle</u> Mary Thistle	Director	March 13, 2024
<u>/s/ Bernhardt Zeiher, M.D.</u> Bernhardt Zeiher, M.D.	Director	March 13, 2024

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Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210

March 13, 2024

Entrada Therapeutics, Inc.  
One Design Center Place  
Suite 17-500  
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 1,672,601 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.

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

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**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 13, 2024, 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, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
March 13, 2024

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## 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)	1,338,081 (2)	\$12.39 (3)	\$16,578,823.59	\$0.00014760	\$2,447.04
Equity	2021 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)(1)	334,520 (4)	\$10.54 (5)	\$3,525,840.80	\$0.00014760	\$520.42
<b>Total Offering Amounts</b>					<b>\$20,104,664.39</b>	<b>\$0.00014760</b>	<b>\$2,967.46</b>
<b>Total Fee Offsets</b>							<b>N/A</b>
<b>Net Fee Due</b>							<b>\$2,967.46</b>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, \$0.0001 par value per share (“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 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 1,338,081 shares of common stock to the number of shares available for issuance under the 2021 Plan, effective as of January 1, 2024. Shares available for issuance under the 2021 Plan were previously registered on registration statements on Form S-8 (File No. 333-260563, File No. 333-263556 and File No. 333-270286) filed with the Securities and Exchange Commission (the “SEC”) on October 28, 2021, March 15, 2022 and March 6, 2023, respectively.
- (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 \$12.39, the average of the high and low sale prices of common stock as reported on the Nasdaq Global Market on March 6, 2024.
- (4) Represents an automatic increase of 334,520 shares of common stock to the number of shares available for issuance under the 2021 ESPP, effective as of January 1, 2024. Shares available for issuance under the 2021 ESPP were previously registered on registration statements on Form S-8 (File No. 333-260563, File No. 333-263556 and File No. 333-270286) filed with the SEC on October 28, 2021, March 15, 2022 and March 6, 2023, respectively.
- (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 \$12.39, the average of the high and low sale prices of common stock as reported on the Nasdaq Global Market on March 6, 2024. 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.