

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**IVERIC bio, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**20-8185347**  
(I.R.S. Employer  
Identification No.)

**One Penn Plaza, 35th Floor  
New York, New York**  
(Address of Principal Executive Offices)

**10119**  
(Zip Code)

**2019 Inducement Stock Incentive Plan**  
(Full Title of the Plan)

**Glenn P. Sblendorio**  
**President and Chief Executive Officer**  
**IVERIC bio, Inc.**  
**One Penn Plaza, 35th Floor**  
**New York, New York 10119**  
(Name and Address of Agent for Service)

**(212) 845-8200**  
(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   
(Do not check if a smaller reporting company)

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.

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,000,000 shares (2)	\$ 3.735(3)	\$ 3,735,000(3)	\$ 484.81

- (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) Represents 1,000,000 additional shares of the Registrant's Common Stock available under the Registrant's 2019 Inducement Stock Incentive Plan as a result of an increase approved by the Registrant's board of directors.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$3.735, the average of the high and low sale prices of the Registrant's Common Stock as reported on The Nasdaq Global Select Market on May 4, 2020 in accordance with Rule 457(c) under the Securities Act of 1933, as amended.

## EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the 2019 Inducement Stock Incentive Plan of IVERIC bio, 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 has previously been filed and is effective. Accordingly, this Registration Statement hereby incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-234404, filed with the Securities and Exchange Commission on October 31, 2019 by the Registrant, relating to the Registrant’s 2019 Inducement Stock Incentive Plan, except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<u>Number</u>	<u>Description</u>
<a href="#">4.1</a>	<a href="#">Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.3 of the Registrant’s Registration Statement on Form S-1, as amended, filed with the Commission on September 9, 2013 (File no. 333-190643))</a>
<a href="#">4.2</a>	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed with the Commission on April 16, 2019)</a>
<a href="#">4.3</a>	<a href="#">Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 of the Registrant’s Registration Statement on Form S-1, as amended, filed with the Commission on September 9, 2013 (File No. 333-190643))</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant</a>
<a href="#">23.1*</a>	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>
<a href="#">23.2*</a>	<a href="#">Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included on the signature pages of this Registration Statement)</a>
<a href="#">99.1</a>	<a href="#">2019 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.10 of the Registrant’s Report on Form 10-K, filed with the Commission on February 27, 2020 (File No. 001-36080))</a>
<a href="#">99.2</a>	<a href="#">Form of Restricted Stock Unit Agreement under the 2019 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.11 of the Registrant’s Report on Form 10-K, filed with the Commission on February 27, 2020 (File No. 001-36080))</a>
<a href="#">99.3</a>	<a href="#">Form of Nonstatutory Stock Option Agreement under the 2019 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.12 of the Registrant’s Report on Form 10-K, filed with the Commission on February 27, 2020 (File No. 001-36080))</a>
<a href="#">99.4*</a>	<a href="#">Amendment No. 1 to 2019 Inducement Stock Incentive Plan</a>

\* 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 New York, State of New York, on this 7th day of May 2020.

IVERIC bio, Inc.

By: /s/ Glenn P. Sblendorio

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Glenn P. Sblendorio

President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of IVERIC bio, Inc., hereby severally constitute and appoint Glenn P. Sblendorio, David F. Carroll and Todd D.C. Anderman, 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 IVERIC bio, 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Glenn P. Sblendorio</u> Glenn P. Sblendorio	President, Chief Executive Officer and Director (principal executive officer)	May 7, 2020
<u>/s/ David F. Carroll</u> David F. Carroll	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	May 7, 2020
<u>/s/ David R. Guyer</u> David R. Guyer, M.D.	Executive Chairman of the Board of Directors	May 7, 2020
<u>/s/ Axel Bolte</u> Axel Bolte	Director	May 7, 2020
<u>/s/ Adrienne L. Graves</u> Adrienne L. Graves, Ph.D.	Director	May 7, 2020
<u>/s/ Jane P. Henderson</u> Jane P. Henderson	Director	May 7, 2020
<u>/s/ Calvin W. Roberts</u> Calvin W. Roberts, M.D.	Director	May 7, 2020

May 7, 2020  
IVERIC bio, Inc.  
One Penn Plaza, 35<sup>th</sup> Floor  
New York, New York 10119

Re: IVERIC bio, Inc.  
Registration Statement on Form S-8  
2019 Inducement Stock 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 1,000,000 shares of common stock, \$0.001 par value per share (the “Shares”), of IVERIC bio, Inc., a Delaware corporation (the “Company”), issuable under the Company’s 2019 Inducement Stock Incentive Plan, as amended by Amendment No. 1 to the 2019 Inducement Stock Incentive Plan (as amended, the “Plan”).

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and/or restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement 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 state laws of the State of New York, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

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.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

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.

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,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Brian A. Johnson  
Brian A. Johnson, a Partner

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Inducement Stock Incentive Plan of IVERIC bio, Inc., of our reports dated February 27, 2020, with respect to the consolidated financial statements of IVERIC bio, Inc and the effectiveness of internal control over financial reporting of IVERIC bio, Inc included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey

May 7, 2020



AMENDMENT NO. 1 TO  
2019 INDUCEMENT STOCK INCENTIVE PLAN  
OF  
IVERIC BIO, INC.

The 2019 Inducement Stock Incentive Plan (the “Plan”) of IVERIC bio, Inc. (the “Company”) is hereby amended as follows (all capitalized terms used and not defined herein shall have the respective meanings ascribed to such terms in the Plan):

1. Section 4(a)(1) of the Plan be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

(1) Authorized Number of Shares. Subject to adjustment under Section 9, Awards may be made under the Plan for up to 2,000,000 shares of common stock, \$0.001 par value per share, of the Company (the “Common Stock”). Shares issued under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares.

3. Except as set forth herein, the Plan shall remain in full force and effect.

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*Approved by the Board of Directors on March 27, 2020.*