

**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)

**Five Penn Plaza, Suite 2372
New York, New York**

(Address of Principal Executive Offices)

20-8185347

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

10001

(Zip Code)

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

**Glenn P. Sblendorio
Chief Executive Officer
IVERIC bio, Inc.**

**Five Penn Plaza, Suite 2372
New York, New York 10001**

(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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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⁾	\$ 17.96 ⁽³⁾	\$ 17,960,000 ⁽³⁾	\$ 1,664.89

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, 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 \$17.96, the average of the high and low sale prices of the Registrant’s Common Stock as reported on The Nasdaq Global Select Market on November 2, 2021 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 (i) the [Registration Statement on Form S-8, File No. 333-234404](#), filed with the Securities and Exchange Commission on October 31, 2019, relating to the Registrant’s 2019 Inducement Stock Incentive Plan; (ii) the [Registration Statement on Form S-8, File No. 333-238065](#), filed with the Securities and Exchange Commission on May 7, 2020, relating to the Registrant’s 2019 Inducement Stock Incentive Plan; and (iii) the [Registration Statement on Form S-8, File No. 333-253896](#), filed with the Securities and Exchange Commission on March 5, 2021, relating to the Registrant’s 2019 Inducement Stock Incentive Plan, in each case 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>
4.1	Restated Certificate of Incorporation of the Registrant, as amended on April 16, 2019 (incorporated by reference to Exhibit 3.1 of the Registrant’s Annual Report on Form 10-K, filed with the Commission on March 4, 2021 (File No. 001-36080))
4.2	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))
5.1*	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1*	Consent of Ernst & Young 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	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))
99.2	Amendment No. 1 to 2019 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q, filed with the Commission on May 7, 2020 (File No. 001-36080))
99.3	Amendment No. 2 to 2019 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.12 of the Registrant’s Annual Report on Form 10-K, filed with the Commission on March 4, 2021 (File No. 003-36080))
99.4*	Amendment No. 3 to 2019 Inducement Stock Incentive Plan

* 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 9th day of November, 2021.

IVERIC bio, Inc.

By: /s/ Glenn P. Sblendorio

Glenn P. Sblendorio

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.

Signature	Title	Date
<u>/s/ Glenn P. Sblendorio</u> Glenn P. Sblendorio	Chief Executive Officer and Director (principal executive officer)	November 9, 2021
<u>/s/ David F. Carroll</u> David F. Carroll	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	November 9, 2021
<u>/s/ Adrienne L. Graves</u> Adrienne L. Graves, Ph.D.	Chairman of the Board of Directors	November 9, 2021
<u>/s/ Mark S. Blumenkranz</u> Mark S. Blumenkranz, M.D.	Director	November 9, 2021
<u>/s/ Axel Bolte</u> Axel Bolte	Director	November 9, 2021
<u>/s/ Jane P. Henderson</u> Jane P. Henderson	Director	November 9, 2021
<u>/s/ Calvin W. Roberts</u> Calvin W. Roberts, M.D.	Director	November 9, 2021

WILMERHALE

+1 212 230 8800 (t)
+1 212 230 8888 (f)
wilmerhale.com

November 9, 2021
IVERIC bio, Inc.
Five Penn Plaza, Suite 2372
New York, New York 10001

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, Amendment No. 2 and Amendment No. 3 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 General Corporation Law of the State of Delaware and the federal laws of the United States of America.

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

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.

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, 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 March 4, 2021, 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, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey

November 9, 2021

AMENDMENT NO. 3 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 3,600,000 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.

* * *

Approved by the Board of Directors on September 28, 2021.
