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

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

Calyxt, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1967997
(I.R.S. Employer
Identification No.)

**2800 Mount Ridge Road
Roseville, MN 55113**
(Address of Principal Executive Offices, Including Zip Code)

CALYXT, INC. 2017 OMNIBUS INCENTIVE PLAN
(Full title of the plan)

**Debra Frimerman
General Counsel and Corporate Secretary
2800 Mount Ridge Road
Roseville, MN 55113**
(Name and address of agent for service)

(651) 683-2807
(Telephone number, including area code, of agent for service)

Copies to:

**Peter E. Devlin
Erik B. Lundgren
Jones Day
250 Vesey Street
New York, NY 10281 (212) 326-3939**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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 type="checkbox"/>
		Emerging growth company	<input 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.

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of registering an additional 229,730 shares of common stock, par value \$0.0001 per share, of Calyxt, Inc. (the “Company” or the “Registrant”) authorized for issuance pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (the “Plan”) and an additional 5,500,000 shares of common stock pursuant to substitute awards to be granted and issued pursuant to the Plan upon the closing of the transactions (the “Transactions”) contemplated by the Merger Agreement (as defined below) to replace profits interests units initially granted by Cibus Global, LLC (“Cibus”). This Registration Statement hereby incorporates by reference the contents of the Company’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on July 20, 2017 (File No. 333-219382), May 9, 2019 (File No. 333-231336), July 16, 2021 (File No. 333-257972) and March 2, 2023 (File No. 333-270245) (collectively, the “Prior Registration Statements”).

Pursuant to the Agreement and Plan of Merger, dated as of January 13, 2023 by and among the Company, Calypso Merger Subsidiary, LLC, Cibus and certain blocker entities party thereto, as amended by the First Amendment to the Merger Agreement, dated as of April 14, 2023 (as amended, the “Merger Agreement”), upon the closing of the Transactions, certain restricted Cibus profits interests units previously granted to employees of Cibus will automatically be cancelled and converted into the right to receive a number of restricted shares of the combined company’s Class A common stock, par value \$0.0001 per share, pursuant to the Plan, as set forth on the Allocation Schedule (as defined in the Merger Agreement) attached to the Merger Agreement (as such Allocation Schedule revised from time to time prior to the closing of the Transactions) and subject to the same vesting schedule as was applicable to such profits interests units prior to the closing of the Transactions.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- the Company’s Annual Report on [Form 10-K/A](#) for the year ended December 31, 2022 (including the information in Part III incorporated therein by reference from Amendment No. 1 to the Company’s Definitive Proxy Statement on [Schedule 14A](#) for the year ended December 31, 2022);
- the Company’s Current Reports on Form 8-K filed on [January 17, 2023](#), [March 16, 2023](#), [March 30, 2023](#), [April 7, 2023](#), [April 14, 2023](#), [April 21, 2023](#), [April 24, 2023](#), [May 5, 2023](#), [May 9, 2023](#), [May 17, 2023](#) and [May 19, 2023](#); and
- the description of the Company’s common stock filed as [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

In addition, all other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such reports or documents.

Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document that also is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2018).</u>
4.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q filed with the Commission on May 7, 2018).</u>
5.1*	<u>Opinion of Jones Day.</u>
23.1*	<u>Consent of Ernst & Young LLP.</u>
23.2*	<u>Consent of Jones Day (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included in the signature page to this Registration Statement).</u>
99.1	<u>Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Annex A of the Company's Definitive Proxy Statement filed with the Commission on April 6, 2021).</u>
99.2	<u>Calyxt, Inc. 2017 Stock Option Sub—Plan for French Employees and Directors (incorporated by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1 filed on July 3, 2017 (File No. 333—218924)).</u>
99.3	<u>Form of Stock Option Agreement pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended June 30, 2020).</u>
99.4	<u>Form of Restrictive Stock Unit Agreement pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2020).</u>
99.5	<u>Form of Performance Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019).</u>
99.6	<u>Calyxt, Inc. 2017 Restricted Stock Unit Sub-Plan for French Employees and Directors (incorporated by reference to Exhibit 10.25 to the Company's Registration Statement on Form S-1 filed on July 3, 2017 (File No. 333-218924)).</u>
99.7	<u>Form of Performance Stock Unit Agreement pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on March 28, 2022)</u>
99.8	<u>Form of Restrictive Stock Unit Agreement pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2022)</u>
99.9	<u>Form of Performance Stock Unit Agreement pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed on May 17, 2023).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Roseville, State of Minnesota, on May 18, 2023.

Calyxt, Inc.

By: /s/ Michael A. Carr

Name: Michael A. Carr

Title: Chief Executive Officer

POWER OF ATTORNEY

The undersigned directors and officers of Calyxt, Inc. hereby appoint each of William F. Koschak and Debra H. Frimerman as attorneys-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, any and all amendments (including post-effective amendments) and exhibits to this Registration Statement on Form S-8 and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, 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 the capacities and on the dates indicated below.

Signature	Title	Date
<u>/s/ Michael A. Carr</u> Michael A. Carr	President, Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2023
<u>/s/ William F. Koschak</u> William F. Koschak	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 18, 2023
<u>/s/ Yves J. Ribeill, Ph.D.</u> Yves J. Ribeill, Ph.D.	Board Chair and Director	May 19, 2023
<u>/s/ Laurent Arthaud</u> Laurent Arthaud	Director	May 19, 2023
<u>/s/ Philippe Dumont</u> Philippe Dumont	Director	May 19, 2023
<u>/s/ Jonathan Fassberg</u> Jonathan Fassberg	Director	May 19, 2023
<u>/s/ Anna Ewa Kozicz-Stankiewicz</u> Anna Ewa Kozicz-Stankiewicz	Director	May 19, 2023
<u>/s/ Kimberly Nelson</u> Kimberly Nelson	Director	May 18, 2023
<u>/s/ Christopher Neugent</u> Christopher Neugent	Director	May 19, 2023

JONES DAY

250 VESEY STREET • NEW YORK, NEW YORK 10281.1047

TELEPHONE: +1.212.326.3939 • FACSIMILE: +1.212.755.7306

May 24, 2023

Calyxt, Inc.
2800 Mount Ridge Road
Roseville, MN 55113

Re: Registration Statement on Form S-8 Filed by Calyxt, Inc.

Ladies and Gentlemen:

We have acted as counsel for Calyxt, Inc., a Delaware corporation (the “**Company**”), in connection with the registration of 229,730 shares (the “**Additional Shares**”) of common stock, par value \$0.0001 per share (“**Common Stock**”), and 5,500,000 shares of Common Stock representing substitute awards to be granted and issued upon the closing of the transactions contemplated by the Merger Agreement, dated January 13, 2023, by and among the Company, Calypso Merger Subsidiary, LLC, Cibus Global, LLC (“**Cibus**”) and certain blocker entities party thereto, as amended by the First Amendment to the Merger Agreement, dated April 14, 2023, to replace certain restricted profits interests units initially granted by Cibus (the “**Substitute Shares**”) and together with the Additional Shares, the “**Shares**”), of the Company that may be issued or delivered and sold pursuant to the Calyxt, Inc. 2017 Omnibus Incentive Plan (as amended, effective May 18, 2021, the “**Plan**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock, restricted stock unit, performance stock unit, or other applicable award will be, when issued or delivered and sold in accordance with the Plan, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan will be in full force and effect at all times at which the Shares are issued or delivered or sold by the Company, and that the Company will take no action inconsistent with such resolutions.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS •
DETROIT DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • LONDON • LOS ANGELES • MADRID •
MELBOURNE MEXICO CITY • MIAMI • MILAN • MINNEAPOLIS • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH • SAN DIEGO
• SAN FRANCISCO • SÃO PAULO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Calyxt, Inc. 2017 Omnibus Incentive Plan of our report dated March 2, 2023, with respect to the financial statements of Calyxt, Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Minneapolis, Minnesota
May 24, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Calyxt, 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, par value \$0.0001 share	Other	229,730 (2)	\$3.96 (4)	\$909,730.80	\$110.20 per \$1,000,000	\$100.25
Equity	Common Stock, par value \$0.0001 share	Other	5,500,000 (3)	\$3.96 (4)	\$21,780,000.00	\$110.20 per \$1,000,000	\$2,400.16
Total Offering Amounts							\$2,500.41
Total Fee Offsets							—
Net Fee Due							\$2,500.41

(1) Pursuant to Rule 416 under the Securities Act of 1933 (the “**Securities Act**”), this Registration Statement shall also include any additional shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), of Calyxt, Inc. that may become issuable by reason of stock dividends, stock splits, recapitalization or similar transactions.

(2) Represents additional shares of Common Stock available pursuant to automatic increases to the number of shares available for issuance under the Calyxt, Inc. 2017 Omnibus Incentive Plan, as amended (the “**Plan**”), under the evergreen provision of the Omnibus Plan, but not previously registered. Shares available for issuance under the Omnibus Plan have been previously registered on Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 20, 2017 (File No. 333-219382), May 9, 2019 (File No. 333-231336), July 16, 2021 (File No. 333-257972) and March 2, 2023 (File No. 333-270245).

(3) Represents shares of Common Stock of Calyxt, Inc. pursuant to substitute awards to be granted and issued pursuant to the Plan upon the closing of the transactions contemplated by the Merger Agreement (the “**Transactions**”), dated January 13, 2023, by and among Calyxt, Inc., Calypso Merger Subsidiary, LLC, Cibus Global, LLC (“**Cibus**”) and certain blocker entities party thereto, as amended by the First Amendment to the Merger Agreement, dated April 14, 2023, whereby certain Cibus restricted profits interest units previously granted to employees of Cibus will automatically be cancelled and converted into the right to receive a number of restricted shares of the combined company’s Common Stock, par value \$0.0001, as the same may be redesignated at such time and as set forth on the Allocation Schedule (as defined in the Merger Agreement) and subject to the same vesting schedule as was applicable to such profits interests units prior to the closing of the Transactions.

(4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low prices of the Common Stock as reported by the Nasdaq Stock Market LLC on May 19, 2023.