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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

XERIS BIOPHARMA HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-335247
(I.R.S. Employer
Identification No.)

**180 N. LaSalle Street, Suite 1600
Chicago, Illinois 60601
1-844-445-5704**
(Address of Principal Executive Offices, including Zip Code)
**Xeris Pharmaceuticals, Inc. 2018 Stock Option and Incentive Plan
Xeris Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan**
(Full Title of the Plans)

Paul R. Edick
Chief Executive Officer and Chairman
Xeris Biopharma Holdings, Inc.
180 N. LaSalle Street, Suite 1600
Chicago, Illinois 60601
1-844-445-5704
(Name, Address and Telephone Number of Agent For Service)

Copies to:
Joseph C. Theis, Jr., Esq.
Stephanie Richards, Esq.
Mitchell S. Bloom, Esq.
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. (Check one):

Large accelerated filer

Accelerated filer

Non-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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering (i) 5,450,923 additional shares of common stock, par value \$0.0001 per share (“Common Stock”) of Xeris Biopharma Holdings, Inc. (the “Registrant”) that may be issued pursuant to the Xeris Pharmaceuticals, Inc. 2018 Stock Option and Incentive Plan (the “2018 Plan”) and (ii) 386,000 additional shares of Common Stock that may be issued pursuant to the Xeris Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan (the “2018 ESPP”). The number of shares of Common Stock reserved and available for issuance under the 2018 Plan is subject to an automatic annual increase on each January 1 by an amount equal to up to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the 2018 Plan). Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the 2018 Plan increased by 5,450,923. This Registration Statement registers these additional 5,450,923 shares of Common Stock. The additional shares are of the same class as other securities relating to the 2018 Plan for which the Registrant’s registration statement filed on Form S-8 (Registration No. 333-260068) on October 5, 2021, is effective. The number of shares of Common Stock reserved and available for issuance under the 2018 ESPP is subject to an automatic annual increase on each January 1 by an amount equal to the least of one percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31, 386,000 shares of Common Stock or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the 2018 ESPP). Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the 2018 ESPP increased by 386,000. This Registration Statement registers these additional 386,000 shares of Common Stock. The additional shares are of the same class as other securities relating to the 2018 ESPP for which the Registrant’s registration statement filed on Form S-8 (Registration No. 333-260068) on October 5, 2021, is effective. The information contained in the Registrant’s registration statement on Form S-8 (Registration No. 333-260068) 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 on the following page 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	Specimen Stock Certificate Evidencing Shares of Common Stock (Incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3 (File No. 333-262404) filed with the Securities and Exchange Commission on January 28, 2022)
5.1*	Opinion of Goodwin Procter LLP
23.1*	Consent of KPMG 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).
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 Chicago, Illinois, on March 8, 2023.

XERIS BIOPHARMA HOLDINGS, INC.

By: /s/ Paul R. Edick
Paul R. Edick
*Chief Executive Officer and
Chairman*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul R. Edick and Steven M. Pieper, and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for such person and in such person's name, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of Xeris Biopharma Holdings, Inc., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith 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 said attorneys-in-fact and agents or any of them, or their or such person's substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Paul R. Edick</u> Paul R. Edick	Chief Executive Officer and Chairman (Principal Executive Officer)	March 8, 2023
<u>/s/ Steven M. Pieper</u> Steven M. Pieper	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 8, 2023
<u>/s/ B.J. Bormann</u> B.J. Bormann	Director	March 8, 2023
<u>/s/ Dawn Halkuff</u> Dawn Halkuff	Director	March 8, 2023
<u>/s/ Garheng Kong</u> Garheng Kong	Director	March 8, 2023
<u>/s/ Jeffrey Sherman</u> Jeffrey Sherman	Director	March 8, 2023
<u>/s/ John H. Johnson</u> John H. Johnson	Director	March 8, 2023
<u>/s/ John Schmid</u> John Schmid	Director	March 8, 2023
<u>/s/ Marla Persky</u> Marla Persky	Director	March 8, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Xeris Biopharma Holdings, 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	2018 Stock Option and Incentive Plan Common Stock, \$0.0001 par value per share	Other (2)	5,450,923 (4)	\$1.39	\$7,576,782.97	\$0.00011020	\$834.96
Equity	2018 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	Other (3)	386,000 (5)	\$1.19	\$459,340	\$0.00011020	\$50.62
Total Offering Amounts					\$8,036,122.97		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$885.58

- (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 effected without the receipt of consideration which results in an increase in the number of the outstanding shares of the registrant’s common stock, \$0.0001 par value per share (“Common Stock”).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$1.39, the average of the high and low price of the registrant’s Common Stock as reported on the Nasdaq Global Market on March 2, 2023.
- (3) The price of \$1.19 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on March 2, 2023, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and has been used as these shares are without a fixed price. Pursuant to the 2018 Employee Stock Purchase Plan (the “2018 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 offering period or on the exercise date, whichever is less.
- (4) Consists of 5,450,923 additional shares issuable under the 2018 Stock Option and Incentive Plan (the “2018 Plan”), which represents the automatic annual increase to the number of shares available for issuance under the 2018 Plan, effective as of January 1, 2023. Shares available for issuance under the 2018 Plan were previously registered on registration statement on Form S-8 (File No. 333-260068) filed with the Securities and Exchange Commission (“SEC”) on October 5, 2021.
- (5) Consists of 386,000 additional shares issuable under the 2018 ESPP, which represents the automatic annual increase to the number of shares available for issuance under the 2018 ESPP effective as of January 1, 2023. Shares available for issuance under the 2018 ESPP were previously registered on registration statement on Form S-8 (File No. 333-260068) filed with the SEC on October 5, 2021.

March 8, 2023

Xeris Biopharma Holdings, Inc.
180 N. LaSalle Street, Suite 1600
Chicago IL, 60601

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 5,836,923 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Xeris Biopharma Holdings, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan and 2018 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 opinions 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

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 8, 2023, with respect to the consolidated financial statements of Xeris Biopharma Holdings, Inc., incorporated herein by reference.

/s/ KPMG LLP

Chicago, Illinois

March 8, 2023