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

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

ORIGIN MATERIALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

87-1388928
(I.R.S. Employer Identification No.)

930 Riverside Parkway, Suite 10
West Sacramento, CA 95605
(916) 231-9329
(Address of principal executive offices, including zip code)

Origin Materials, Inc. 2021 Equity Incentive Plan
Origin Materials, Inc. 2021 Employee Stock Purchase Plan
(Full titles of the plans)

John Bissell and Rich Riley
Co-Chief Executive Officers
Origin Materials, Inc.
930 Riverside Parkway, Suite 10
West Sacramento, CA 95605
(916) 231-9329
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Joshua C. Lee, Esq.
General Counsel
Origin Materials, Inc.
930 Riverside Parkway, Suite 10
West Sacramento, CA 95605
(916) 231-9329

John T. McKenna, Esq.
Peter H. Werner, Esq.
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, CA 94111
(415) 693-2000

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

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

Pursuant to General Instruction E of Form S-8, Origin Materials, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) 915,805 additional shares of its common stock, par value \$0.0001 per share under the Origin Materials, Inc. 2021 Equity Incentive Plan (the “2021 Plan”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 Plan on January 1, 2023, and (ii) 1,917,454 additional shares of its common stock under the Origin Materials, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP,” and together with the 2021 Plan, the “Plans”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 ESPP on January 1, 2023. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its common stock for issuance under the Plans on a Registration Statement on [Form S-8](#) filed with the Commission on August 30, 2021 (File No. 333-259147) (the “Prior Registration Statement”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement.

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:

(a) The Registrant’s Annual Report on [Form 10-K](#) (File No. 001-39378) for the fiscal year ended December 31, 2022 filed with the SEC on February 23, 2023.

(b) The description of the Registrant’s common stock which is contained in a Registration Statement on Form 8-A filed on [July 9, 2020](#) (File No. 001-39378) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description, including [Exhibit 4.5](#) of the 2021 [10-K](#).

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and 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 then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained 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 herein or 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

Incorporated by Reference

Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Origin Materials, Inc.	8-K	001-39378	3.3	July 1, 2021
4.2	Bylaws of Origin Materials, Inc.	8-K	001-39378	3.2	June 29, 2021
4.3	Specimen Common Stock Certificate.	S-4/A	333-254012	4.5	May 25, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Grant Thornton LLP, independent registered public accounting firm.				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1 hereto).				
24.1*	Power of Attorney (included on the signature page hereto).				
99.1	Origin Materials, Inc. 2021 Equity Incentive Plan.	8-K	001-39378	10.12	July 1, 2021
99.2	Form of Stock Option Grant Notice, Stock Option Agreement, Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Equity Incentive Plan.	S-1	333-257931	10.13	July 15, 2021
99.3	Origin Materials, Inc. 2021 Employee Stock Purchase Plan.	8-K	001-39378	10.14	July 1, 2021
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 West Sacramento, State of California, on this 23rd day of February, 2023.

ORIGIN MATERIALS, INC.

By: /s/ John Bissell

John Bissell

Co-Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John Bissell, Rich Riley, Nate Whaley, and Joshua Lee, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her 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.

Signature	Title	Date
<u>/s/ John Bissell</u> John Bissell	Co-Chief Executive Officer and Director <i>(Co-Principal Executive Officer)</i>	February 23, 2023
<u>/s/ Rich Riley</u> Rich Riley	Co-Chief Executive Officer and Director <i>(Co-Principal Executive Officer)</i>	February 23, 2023
<u>/s/ Nate Whaley</u> Nate Whaley	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 23, 2023
<u>/s/ Karen Richardson</u> Karen Richardson	Chair of the Board	February 23, 2023
<u>/s/ Pia Heidenmark Cook</u> Pia Heidenmark Cook	Director	February 23, 2023
<u>/s/ Benno O. Dorer</u> Benno O. Dorer	Director	February 23, 2023
<u>/s/ Charles Drucker</u> Charles Drucker	Director	February 23, 2023
<u>/s/ Kathleen B. Fish</u> Kathleen B. Fish	Director	February 23, 2023
<u>/s/ William Harvey</u> William Harvey	Director	February 23, 2023
<u>/s/ Boon Sim</u> Boon Sim	Director	February 23, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Origin Materials, 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	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2021 Equity Incentive Plan Common Stock, \$0.0001 par value per share	457(c) and 457(h) ⁽²⁾	915,805 ⁽³⁾	4.91 ⁽²⁾	4,496,603	.0001102	496
Equity	2021 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	457(c) and 457(h) ⁽⁴⁾	1,917,454 ⁽⁵⁾	4.18 ⁽⁴⁾	8,014,958	.0001102	884
Total Offering Amounts					12,511,561		1,380
Total Fees Previously Paid							—
Total Fee Offsets							— ⁽⁶⁾
Net Fee Due							1,380

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock of Origin Materials, Inc. (the “Registrant”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the common stock as reported on the Nasdaq Capital Market on February 17, 2023.
- (3) Represents an automatic annual increase equal to 5% of the total number of shares of the Registrant’s fully-diluted capital stock outstanding on December 31st of the preceding fiscal year, which annual increase is provided by the 2021 Plan.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the common stock as reported on the Nasdaq Capital Market on February 17, 2023, multiplied by 85%.

- (5) Represents an automatic annual increase equal to 1% of the total number of shares of the Registrant's capital stock outstanding on December 31st of the preceding fiscal year, which annual increase is provided by the 2021 ESPP.
- (6) The Registrant does not have any fee offsets.

John T. McKenna
+1 650 843 5059
jmckenna@cooley.com

February 23, 2023

Origin Materials, Inc.
930 Riverside Parkway, Suite 10
West Sacramento, CA 95606

Re: Origin Materials, Inc.

Ladies and Gentlemen:

We have acted as counsel to Origin Materials, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) covering the offering of up to 2,833,259 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”), consisting of (a) 915,805 shares of Common Stock issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “**2021 Plan**”) and (b) 1,917,454 shares of Common Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

We note that the Company was initially incorporated under the laws of the Cayman Islands and was domesticated as a corporation in the State of Delaware in accordance with Section 388 of the DGCL (the “**Domestication**”). We have assumed all matters determinable under the laws of the Cayman Islands, including without limitation that the approval of the Plans by the board and shareholders of the Company as a Cayman Islands exempted company prior to the Domestication were done in accordance with the applicable governing documents of the Company and the laws of the Cayman Islands.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ John T. McKenna
John T. McKenna

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 23, 2023, with respect to the consolidated financial statements and internal control over financial reporting of Origin Materials, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2022, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

San Jose, California

February 23, 2023