

**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)

**Micromidas, Inc. 2010 Stock Incentive Plan
Micromidas, Inc. 2020 Equity Incentive Plan
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**

**Matthew P. Dubofsky, Esq.
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 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.

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, par value \$0.0001 per share				
– Origin Materials, Inc. 2021 Equity Incentive Plan	18,467,109 ⁽²⁾ ⁽³⁾	\$6.17 ⁽⁸⁾	\$113,942,062.53	\$12,431.08
– Origin Materials, Inc. 2021 Employee Stock Purchase Plan	1,846,710 ⁽⁴⁾ ⁽⁵⁾	\$5.24 ⁽⁹⁾	\$9,685,070.60	\$1,056.64
– Micromidas, Inc. 2020 Equity Incentive Plan (Options)	6,074,040 ⁽⁶⁾	\$0.14 ⁽¹⁰⁾	\$850,365.60	\$92.77
– Micromidas, Inc. 2010 Stock Incentive Plan (Options)	1,871,916 ⁽⁷⁾	\$0.35 ⁽¹¹⁾	\$655,170.60	\$71.48
Total	28,259,775		\$125,132,669.33	\$13,651.97

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Origin Materials, Inc.’s (the “**Registrant**”) common stock, as applicable.
- (2) Represents shares of common stock reserved for future issuance pursuant to awards under the Origin Materials, Inc. 2021 Equity Incentive Plan (the “**2021 Plan**”).
- (3) The number of shares of common stock reserved for issuance under the 2021 Plan will automatically increase on January 1 of each year, starting on January 1, 2022 and ending on (and including) January 1, 2031, in an amount equal to the lesser of (a) 5% of the fully-diluted shares of the Registrant’s common stock on December 31 of the preceding year (the “**Evergreen Measurement Date**”), (b) a lesser number of shares of the Registrant’s common stock determined by the Registrant’s board of directors prior to the date of the increase, or (c) a lesser number of shares of the Registrant’s common stock that would not result in the share reserve exceeding 15% of the fully-diluted shares of the Registrant’s common stock as of the Evergreen Measurement Date.
- (4) Represents shares of common stock reserved for future issuance under the Origin Materials, Inc. 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”).
- (5) The number of shares of common stock reserved for issuance under the 2021 ESPP will automatically increase on January 1 of each year, beginning on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (a) 1% of the fully-diluted shares of the Registrant’s common stock on December 31st of the preceding calendar year, (b) 3,693,420 shares of the Registrant’s common stock, or (c) such lesser number of shares of the Registrant as determined by the Registrant’s board of directors. Shares subject to purchase rights granted under the 2021 ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the 2021 ESPP.
- (6) Represents shares of common stock issuable upon exercise of options outstanding under the Micromidas, Inc. 2020 Equity Incentive Plan (the “**2020 Plan**”) as of the date of this Registration Statement.
- (7) Represents shares of common stock issuable upon exercise of options outstanding under the Micromidas, Inc. 2010 Stock Incentive Plan (the “**2010 Plan**”) as of the date of this Registration Statement.
- (8) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Capital Market on August 23, 2021, which date is within five business days prior to the filing of this Registration Statement.
- (9) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Capital Market on August 23, 2021, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.
- (10) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$0.14 per share, which is the weighted-average exercise price for options outstanding under the 2020 Plan.
- (11) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$0.35 per share, which is the weighted-average exercise price for options outstanding under the 2010 Plan.

Part I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the “**Commission**”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “**SEC**”) 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, 2020 filed with the SEC on March 5, 2021 (as amended on [May 3, 2021](#)).

(b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2021 and June 30, 2021, filed with the SEC on [May 18, 2021](#) and [August 16, 2021](#), respectively.

(c) The Registrant’s Current Reports on Form 8-K (File No. 001-39378) filed with the SEC on [February 17, 2021](#), [April 30, 2021](#), [May 28, 2021](#), [June 15, 2021](#), [June 23, 2021](#), [June 29, 2021](#), [July 1, 2021](#), [August 12, 2021](#).

(d) The Registrant’s [Final Prospectus](#) filed with the SEC on July 30, 2021 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-257931), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed.

(e) 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 amendment or report filed for the purpose of updating such description, and in the Company’s [Final Prospectus](#), dated July 30, 2021, filed with the Commission pursuant to Rule 424(b) under the Securities Act, relating to the registration statement on Form S-1, as amended (File No. 333-257931), and all amendments to such registration statement.

(f) 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 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMES EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law (the “*DGCL*”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the Registrant. The *DGCL* provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant’s amended and restated certificate of incorporation and bylaws provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by the *DGCL*.

Section 102(b)(7) of the *DGCL* permits a corporation to provide in its amended and restated certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for unlawful payments of dividends or unlawful stock repurchases redemptions or other distributions or (4) for any transaction from which the director derived an improper personal benefit. The Registrant’s amended and restated certificate of incorporation provides for such limitation of liability to the fullest extent permitted by the *DGCL*.

The Registrant has entered into indemnification agreements with each of its directors and executive officers to provide contractual indemnification in addition to the indemnification provided in the Registrant’s amended and restated certificate of incorporation. Each indemnification agreement provides for indemnification and advancements by the Registrant of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to the Registrant or, at the Registrant’s request, service to other entities, as officers or directors to the maximum extent permitted by applicable law.

The Registrant also maintains standard policies of insurance under which coverage is provided (1) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the Registrant, and (2) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to any indemnification provision contained in the Registrant’s amended and restated certificate of incorporation and bylaws or otherwise as a matter of law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			
		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 Marcum LLP, independent registered public accounting firm.				
23.3	Consent of Cooley LLP (included in Exhibit 5.1 hereto).				
24.1	Power of Attorney (included on the signature page hereto).				
99.1*	Micromidas, Inc. 2010 Stock Incentive Plan, as amended.	S-4/A	333-245012	10.1	May 25, 2021
99.2*	Forms of Incentive Stock Option Award Notice, Incentive Stock Option Award Agreement, Exercise Notice and Investment Representation Statement under the 2010 Stock Incentive Plan.	S-4/A	333-245012	10.2	May 25, 2021
99.3*	Micromidas, Inc. 2020 Equity Incentive Plan.	S-4/A	333-245012	10.3	May 25, 2021
99.4*	Forms of Stock Option Grant Notice, Option Agreement and Exercise Notice under the 2020 Equity Incentive Plan.	S-4/A	333-245012	10.4	May 25, 2021
99.5*	Origin Materials, Inc. 2021 Equity Incentive Plan.	8-K	001-39378	10.12	July 1, 2021
99.6*	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
99.7*	Origin Materials, Inc. 2021 Employee Stock Purchase Plan.	8-K	001-39378	10.14	July 1, 2021

* Previously Filed.

ITEM 9. UNDERTAKINGS

1. The undersigned Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 30th day of August, 2021.

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 and Nate Whaley, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Bissell</u> John Bissell	Co-Chief Executive Officer and Director <i>(Co-Principal Executive Officer)</i>	August 30, 2021
<u>/s/ Rich Riley</u> Rich Riley	Co-Chief Executive Officer and Director <i>(Co-Principal Executive Officer)</i>	August 30, 2021
<u>/s/ Nate Whaley</u> Nate Whaley	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 30, 2021
<u>/s/ Karen Richardson</u> Karen Richardson	Chair of the Board	August 30, 2021
<u>/s/ Pia Heidenmark Cook</u> Pia Heidenmark Cook	Director	August 30, 2021
<u>/s/ Benno O. Dorer</u> Benno O. Dorer	Director	August 30, 2021
<u>/s/ Charles Drucker</u> Charles Drucker	Director	August 30, 2021
<u>/s/ Kathleen B. Fish</u> Kathleen B. Fish	Director	August 30, 2021
<u>/s/ William Harvey</u> William Harvey	Director	August 30, 2021
<u>/s/ Boon Sim</u> Boon Sim	Director	August 30, 2021



Matthew Dubofsky
+1 720 566 4244
mdubofsky@cooley.com
August 30, 2021

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

Re: Origin Materials, Inc. – Registration Statement on Form S-8

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 covering the offering of up to 28,259,775 shares (the “*Shares*”) of the Company’s common stock, par value \$0.0001 per share (“*Common Stock*”), consisting of (a) 1,871,916 shares of Common Stock issuable pursuant to the Company’s 2010 Stock Incentive Plan (the “*2010 Plan*”), (b) 6,074,040 shares of Common Stock issuable pursuant to the Company’s 2020 Equity Incentive Plan (the “*2020 Plan*”), (c) 18,467,109 shares of Common Stock issuable pursuant to the Company’s 2021 Equity Incentive Plan (the “*2021 Plan*”), and (d) 1,846,710 shares of Common Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (the “*ESPP*,” and together with the 2010 Plan, 2020 Plan and 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 Amended and Restated 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 (i) immediately prior to the Domestication, the Company was duly organized, validly existing and in good standing under the laws of the Cayman Islands, (ii) the Company had full power, authority and legal right to domesticate in the State of Delaware pursuant to Section 388 and to authorize the issuance of its shares prior to the Domestication, (iii) the laws of the Cayman Islands permitted the Company to domesticate in the State of Delaware pursuant to Section 388, (iv) the discontinuation of the Company from the Cayman Islands was duly authorized by all necessary corporate action as provided in its governing documents and was duly effected in accordance with Cayman Islands law, (v) any and all consents, approvals and authorizations from applicable Cayman Island governmental authorities required to authorize and permit the Company to domesticate in the State of Delaware pursuant to Section 388 were obtained, (vi) the approval of the 2021 Plan and the ESPP and authorization of the assumption of

COOLEY LLP 1144 15TH STREET, SUITE 2300 DENVER, CO 80202
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August 30, 2021

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outstanding options under the 2010 Plan and the 2020 Plan 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.

Sincerely,

COOLEY LLP

By: /s/ Matthew Dubofsky

Matthew Dubofsky

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 8, 2021 (except for Note 2, as to which the date is May 3, 2021), with respect to the consolidated financial statements of Micromidas, Inc. dba Origin Materials contained in the Final Prospectus, filed on July 30, 2021, relating to the Registration Statement on Form S-1, as amended (File No. 333-257931), which is incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference of the aforementioned report in this Registration Statement on Form S-8.

/s/ GRANT THORNTON LLP

San Jose, California
August 30, 2021

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Origin Materials, Inc (f/k/a Artius Acquisition Inc.) on Form S-8, of our report dated March 4, 2021, except for the effects of the restatement discussed in Notes 2 as to which the date is April 30, 2021, with respect to our audit of the financial statements of Artius Acquisition Inc. as of December 31, 2020 and for the period from January 24, 2020 (inception) through December 31, 2020 appearing in the Annual Report on Form 10-K of Artius Acquisition Inc. as of December 31, 2020 and for the period from January 24, 2020 (inception) through December 31, 2020. We were dismissed as auditors of Artius Acquisition Inc. on June 25, 2021 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Prospectus for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP
Houston, TX
August 30, 2021