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

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

CABALETTA BIO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

82-1685768
(I.R.S. Employer
Identification No.)

2929 Arch Street, Suite 600
Philadelphia, PA
(Address of principal executive offices)

19104
(Zip Code)

Cabaletta Bio, Inc.
2019 Stock Option and Incentive Plan
(Full title of the plan)

Steven Nichtberger
President and Chief Executive Officer
Cabaletta Bio, Inc.
2929 Arch Street, Suite 600
Philadelphia, PA 19104
(267) 759-3100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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
Emerging growth company
Smaller reporting 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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 registers 3,000,000 additional shares of the Registrant's common stock, \$0.00001 par value per share ("Common Stock"), to be issued under the Registrant's 2019 Stock Option and Incentive Plan, as amended (the "2019 Plan"). The additional shares represent an increase in the number of shares of Common Stock reserved for issuance under the 2019 Plan, which increase was previously approved by the Board and subsequently approved by the Registrant's stockholders on June 1, 2023 at the Registrant's 2023 Annual Meeting of Stockholders.

The additional shares described above are of the same class as other securities relating to the 2019 Plan for which the Registrant's registration statement on Form S-8 (File No. 333-234367), filed with the U.S. Securities and Exchange Commission (the "Commission") on October 29, 2019, is effective. The information contained in the Registrant's registration statement on Form S-8 ([Registration No. 333-234367](#)), filed with the Commission on October 29, 2019, is hereby incorporated by reference pursuant to General Instruction E to Form S-8.

Part II

Information Required in the Registration Statement

Item 8.

Exhibits

Refer to the Exhibit Index on the next 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 of Exhibit
4.1	Third Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-39103) filed on October 30, 2019).
4.2	Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K (File No. 001-39103) filed on October 30, 2019).
4.3	Amendment No. 1 to the Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-39103) filed with the SEC on May 12, 2022).
4.4	Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders, dated January 2, 2019 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-234017) filed on October 16, 2019).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Ernst & Young, 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).
99.1	2019 Stock Option and Incentive Plan, and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-234017) filed with the SEC on October 16, 2019).
99.2	Amendment No. 1 to the 2019 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-39103) filed on June 1, 2023).
107*	Filing Fee Table.

* 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 Philadelphia, Commonwealth of Pennsylvania, on this 10th day of August, 2023.

CABALETTA BIO, INC.

By: /s/ Steven Nichtberger
Steven Nichtberger, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Steven Nichtberger and Anup Marda as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in 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 any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven Nichtberger</u> Steven Nichtberger, M.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 10, 2023
<u>/s/ Anup Marda</u> Anup Marda	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 10, 2023
<u>/s/ Catherine Bollard</u> Catherine Bollard, M.D.	Director	August 10, 2023
<u>/s/ Scott C. Brun</u> Scott C. Brun, M.D.	Director	August 10, 2023
<u>/s/ Richard Henriques</u> Richard Henriques	Director	August 10, 2023
<u>/s/ Mark Simon</u> Mark Simon	Director	August 10, 2023
<u>/s/ Shawn Tomasello</u> Shawn Tomasello	Director	August 10, 2023

August 10, 2023

Cabaletta Bio, Inc.
2929 Arch Street, Suite 600
Philadelphia, PA 19104

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 3,000,000 shares (the "Shares") of Common Stock, \$0.00001 par value per share ("Common Stock"), of Cabaletta Bio, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Stock Option and Incentive Plan, as amended (the "Plan").

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 Plan, 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 incorporation by reference in the Registration Statement (FormS-8) pertaining to the Cabaletta Bio, Inc. 2019 Stock Option and Incentive Plan of our report dated March 16, 2023, with respect to the financial statements of Cabaletta Bio, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
August 10, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Cabaletta Bio. 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	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2019 Stock Option and Incentive Plan, as amended, Common Stock, \$0.00001 par value per share	Other(2)	3,000,000(3)	\$12.15(2)	\$36,442,500.00	\$0.00011020	\$4,015.97
Total Offering Amounts							—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$4,015.97

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 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 our outstanding shares of common stock, \$0.00001 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 \$12.15, the average of the high and low price of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on August 4, 2023.
- (3) Represents an additional 3,000,000 shares of Common Stock issuable under the 2019 Stock Option and Incentive Plan, as amended (“2019 Plan”). These 3,000,000 shares of Common Stock represent an increase in the number of shares of common stock reserved for issuance under the 2019 Plan, which increase was approved by the Registrant’s stockholders on June 1, 2023 at the Registrant’s 2023 Annual Meeting of Stockholders. Shares available for issuance under the 2019 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on October 29, 2019 (Registration No. 333-234367), March 30, 2020 (Registration No. 333-237484), March 16, 2021 (Registration No. 333-254342), March 17, 2022 (Registration No. 333-263637) and March 16, 2023 (Registration No. 333-270595).