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

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

23andMe Holding Co.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-1240344
(I.R.S. Employer
Identification No.)

349 Oyster Point Boulevard
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

23andMe Holding Co. 2021 Incentive Equity Plan
23andMe Holding Co. Employee Stock Purchase Plan
(Full title of the plan)

Kathy Hibbs
Chief Administrative Officer
349 Oyster Point Boulevard
South San Francisco, California, 94080
(Name and address of agent for service)

(650) 938-6300
(Telephone number, including area code, of agent for service)

With copies of all notices, orders, and communications to:

Marlee S. Myers
Justin W. Chairman
Alexandra M. Good
Morgan, Lewis & Bockius LLP
One Oxford Centre, Thirty-Second Floor
Pittsburgh, Pennsylvania 15219
(412) 560-3300

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

This Registration Statement on Form S-8 (the “Registration Statement”), relating to the 23andMe Holding Co. 2021 Incentive Equity Plan (the “Equity Plan”) and the 23andMe Holding Co. Employee Stock Purchase Plan (the “ESPP” and, together with the Equity Plan, the “Plans”), is being filed pursuant to General Instruction E to Form S-8, for the purpose of registering an aggregate of 18,286,459 shares (the “Shares”) of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), of 23andMe Holding Co. (the “Company”), which consists of (i) 13,714,844 shares reserved for issuance under the Equity Plan and (ii) 4,571,615 shares reserved for issuance under the ESPP. The Shares are securities of the same class and relate to the same employee benefit plans for which Registration Statements on Form S-8 have previously been filed and are effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. [333-258910](#), [333-260867](#), and [333-265626](#) filed with the Securities and Exchange Commission (the “Commission”) on August 18, 2021, November 8, 2021, and June 15, 2022, respectively, by the Company, relating to the Plans, and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2022, filed with the Commission on [May 27, 2022](#);
- (b) The Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended June 30, 2022, September 30, 2022, and December 31, 2022, filed with the Commission on [August 9, 2022](#), [November 7, 2022](#), and [February 8, 2023](#), respectively;
- (c) The Company’s Current Reports on Form 8-K, filed with the Commission on [April 13, 2022](#), [June 13, 2022](#), [August 19, 2022](#) (as amended on [August 30, 2022](#)), [September 1, 2022](#), [November 4, 2022](#), [December 9, 2022](#), and [February 6, 2023](#); and
- (d) The description of shares of Class A Common Stock contained in the Registration Statement on [Form 8-A](#) filed on June 17, 2021, pursuant to Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All other reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules), shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or 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.

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes such exhibits and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Document
4.1	<u>Certificate of Incorporation of 23andMe Holding Co. (incorporated by reference to Exhibit 3.1 filed with the Company's Current Report on Form 8-K/A filed on June 21, 2021).</u>
4.2	<u>Second Amended and Restated Bylaws of 23andMe Holding Co. (incorporated by reference to Exhibit 3.1 filed with the Company's Current Report on Form 8-K filed on December 9, 2022).</u>
5.1	<u>Opinion of Morgan, Lewis & Bockius LLP.</u>
23.1	<u>Consent of KPMG LLP for 23andMe Holding Co.</u>
23.2	<u>Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1 hereto).</u>
24.1	<u>Power of Attorney (included in the signature page to this Registration Statement).</u>
99.1	<u>23andMe Holding Co. 2021 Incentive Equity Plan (incorporated by reference to Exhibit 10.5 filed with the Company's Current Report on Form 8-K filed on June 21, 2021).</u>
99.2	<u>23andMe Holding Co. Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 filed with the Company's Current Report on Form 8-K filed on June 21, 2021).</u>
107	<u>Filing Fee Table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 South San Francisco, State of California on this 3rd day of March, 2023.

23ANDME HOLDING CO.

By: /s/ Anne Wojcicki

Name: Anne Wojcicki

Title: Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Anne Wojcicki and Joseph Selsavage, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all 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 full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments hereto in the premises, 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 their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 indicated below on March 3, 2023.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anne Wojcicki</u> Anne Wojcicki	Chief Executive Officer and Director (principal executive officer)	March 3, 2023
<u>/s/ Joseph Selsavage</u> Joseph Selsavage	Interim Chief Financial and Accounting Officer (principal financial and accounting officer)	March 3, 2023
<u>/s/ Roelof Botha</u> Roelof Botha	Director	March 3, 2023
<u>/s/ Patrick Chung</u> Patrick Chung	Director	March 3, 2023
<u>/s/ Sandra R. Hernández, M.D.</u> Sandra R. Hernández, M.D.	Director	March 3, 2023
<u>/s/ Evan Lovell</u> Evan Lovell	Director	March 3, 2023
<u>/s/ Neal Mohan</u> Neal Mohan	Director	March 3, 2023

/s/ Valerie Montgomery Rice, M.D.
Valerie Montgomery Rice, M.D.

Director

March 3, 2023

/s/ Richard Scheller, Ph.D.
Richard Scheller, Ph.D.

Director

March 3, 2023

/s/ Peter Taylor
Peter Taylor

Director

March 3, 2023

Morgan Lewis

March 3, 2023

23andMe Holding Co.
349 Oyster Point Boulevard,
South San Francisco, California 94080

Re: 23andMe Holding Co.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to 23andMe Holding Co., a Delaware corporation (the “Company”), in connection with the filing of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), with the Securities and Exchange Commission (the “Commission”) on the date hereof. The Registration Statement relates to the offer and sale of an aggregate of 18,286,459 shares (the “Shares”) of Class A common stock, par value \$0.0001 per share, of the Company, which consists of (i) 13,714,844 shares reserved for issuance under the 23andMe Holding Co. 2021 Incentive Equity Plan (the “Equity Plan”) and (ii) 4,571,615 shares reserved for issuance under the 23andMe Holding Co. Employee Stock Purchase Plan (the “ESPP” and, together with the Equity Plan, the “Plans”).

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Certificate of Incorporation of the Company, (ii) the Second Amended and Restated Bylaws of the Company, as amended to date, (iii) certain resolutions of the Company’s Board of Directors relating to the Registration Statement, (iv) the Plans, and (v) such other documents, records, and other instruments as we have deemed appropriate for purposes of the opinions set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile, or photostatic copies, and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinion as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company.

Morgan, Lewis & Bockius LLP

One Oxford Centre
Thirty-Second Floor
Pittsburgh, PA 15219-6401
United States

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📞 +1.412.560.7001

23andMe Holding Co.

March 3, 2023

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Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by the Company and, when issued by the Company and delivered to participants in accordance with the provisions of the Plans will be validly issued, fully paid, and non-assessable.

The opinions expressed herein are limited to the Federal laws of the United States and the Delaware General Corporation Law, and we express no opinion as to laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 27, 2022, with respect to the consolidated financial statements of 23andMe Holding Co. and subsidiaries, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
March 3, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)23andMe Holding Co.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Newly Registered Securities												
	Security Type	Security Class Title(1)	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Fees to be Paid	Equity	Class A common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457 (h)	13,714,844 (3)	\$2.53	\$34,629,981.10	\$110.20 per \$1,000,000.00	\$3,816.22	—	—	—	—
Fees to be Paid	Equity	Class A common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457 (h)	4,571,615 (4)	\$2.53	\$11,543,327.88	\$110.20 per \$1,000,000.00	\$1,272.07	—	—	—	—
Fees Previously Paid	—	—	—	—	—	—	—	—	—	—	—	—
Carry Forward Securities												
Carry Forward Securities	—	—	—	—	—	—	—	—	—	—	—	—
Total Offering Amounts						\$46,173,308.98		\$5,088.30				
Total Fees Previously Paid								—				
Total Fee Offsets								—				
Net Fee Due								\$5,088.30				

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional shares of the registrant’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), that becomes issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Class A Common Stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Class A Common Stock as reported on The Nasdaq Global Select Market on February 24, 2023.
- (3) Represents 13,714,844 shares of Class A Common Stock reserved for issuance under the 23andMe Holding Co. 2021 Incentive Equity Plan.
- (4) Represents 4,571,615 shares of Class A Common Stock reserved for issuance under the 23andMe Holding Co. Employee Stock Purchase Plan.