

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

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

**MINERALYS THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation or Organization)

**84-1966887**

(I.R.S. Employer  
Identification No.)

**150 N. Radnor Chester Road,  
Suite F200  
Radnor, PA 19087  
888-378-6240**

(Address of Principal Executive Offices)

**MINERALYS THERAPEUTICS, INC. 2023 INCENTIVE AWARD PLAN  
MINERALYS THERAPEUTICS, INC. 2023 EMPLOYEE STOCK PURCHASE PLAN**

(Full Title of the Plans)

**Jon Congleton  
Chief Executive Officer  
Mineralys Therapeutics, Inc.  
150 N. Radnor Chester Road, Suite F200  
Radnor, PA 19087  
(888) 378-6240**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Jonathan R. Zimmerman  
Griffin D. Foster  
Faegre Drinker Biddle & Reath LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402  
Telephone: (612) 766-7000**

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.

**Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the above-named plans are granted, exercised and/or distributed.**

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

This registration statement is being filed with the Securities and Exchange Commission (the “SEC”) for the purpose of registering an additional 2,056,695 shares of common stock, par value \$0.0001 per share (“Common Stock”), of Mineralys Therapeutics, Inc. (the “Registrant”), issuable under the following employee benefit plans for which a registration statement on Form S-8 (File No. 333-269698) (the “Prior Registration Statement”) is effective: (i) the 2023 Incentive Award Plan (the “2023 Plan”) which, as a result of an automatic annual increase provision therein, added 1,645,356 shares of Common Stock, and (ii) the 2023 Employee Stock Purchase Plan (the “ESPP”), which, as a result of the operation of an automatic annual increase provision therein, added 411,339 shares of Common Stock.

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, previously filed with respect to the 2023 Plan and the ESPP, are incorporated into this registration statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

*In this registration statement, Mineralys Therapeutics, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”*

**Item 3. Incorporation of Documents by Reference.**

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2023](#), filed with the SEC on March 21, 2024;
- (b) The information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2023](#) from its definitive proxy statement on Schedule 14A filed with the SEC on [April 9, 2024](#);
- (c) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2024](#), [June 30, 2024](#), and [September 30, 2024](#), filed with the SEC on May 9, 2024 and August 13, 2024, and November 12, 2024, respectively;
- (d) The Registrant’s Current Reports on Form 8-K, filed with the SEC on [January 4, 2024](#), [February 8, 2024](#), [March 21, 2024](#), [April 4, 2024](#), [May 22, 2024](#), [May 31, 2024](#), [June 10, 2024](#), [June 14, 2024](#), [September 25, 2024](#), and [October 30, 2024](#); and
- (e) The description of the Common Stock set forth in the Registrant’s registration statement on [Form 8-A12B](#) (Registration No. 001-41614), filed with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on February 6, 2023, as updated by the description of the Common Stock contained in [Exhibit 4.4](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2023](#), including any amendments or reports filed for the purpose of updating such description.

In addition, all documents, reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference

into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Any statement contained herein or 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 other subsequently filed document which also is incorporated or 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.

Under no circumstances shall any information furnished under Items 2.02 or 7.01 of Form 8-K and exhibits furnished on such form that relate to such items be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 102 of the Delaware General Corporation Law (the "DGCL") permits a corporation to eliminate the personal liability of directors or officers of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer, except where the director or officer breached his or her duty of loyalty, failed to act in good faith or engaged in intentional misconduct or knowingly violated a law, where a director authorized the payment of a dividend or approved a stock repurchase in violation of the DGCL, where a director or officer obtained an improper personal benefit or, with respect to an officer, where any action is by or in the right of the corporation. Our certificate of incorporation provides that no director or officer of the Registrant shall be personally liable to it or its stockholders for monetary damages for any breach of fiduciary duty as a director or officer, notwithstanding any provision of law imposing such liability, except to the extent that the DGCL prohibits the elimination or limitation of liability of directors or officers for breaches of fiduciary duty.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our amended and restated certificate of incorporation provides that we have the power to indemnify and advance expenses to our current and former officers, directors, employees and agents and to any person who is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws provide that we will indemnify each person who was or is a party or threatened to be made a party to any action, suit or proceeding (a "Proceeding") by reason of the fact that he or she is or was a director or officer, or is or was serving at our request, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement reasonably incurred in connection with such Proceeding. We also have the power to indemnify any employee or agent who was or is a

party or threatened to be made a party to any Proceeding by reason of the fact that he or she is or was an employee or agent, or is or was serving at our request, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity. Expenses may be advanced to any covered person upon receipt of an undertaking to repay all amounts advanced if it should be ultimately determined that the person is not entitled to be indemnified.

We have entered into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

We maintain a general liability insurance policy that covers certain liabilities of directors and officers of our corporation arising out of claims based on acts or omissions in their capacities as directors or officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	8-K	001-41614	3.1	February 14, 2023	
3.2	<a href="#">Amended and Restated Bylaws</a>	8-K	001-41614	3.2	February 14, 2023	
4.1	<a href="#">Specimen stock certificate evidencing the shares of Common Stock</a>	S-1/A	333-269282	4.1	February 2, 2023	
5.1	<a href="#">Opinion of Faegre Drinker Biddle &amp; Reath LLP</a>					X
10.1	<a href="#">Mineralys Therapeutics, Inc. 2023 Incentive Award Plan and form of stock option agreement and restricted stock unit agreement thereunder</a>	S-1/A	333-269282	10.2	February 2, 2023	
10.2	<a href="#">Mineralys Therapeutics, Inc. 2023 Employee Stock Purchase Plan</a>	S-1/A	333-269282	10.3	February 2, 2023	
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
23.2	<a href="#">Consent of Faegre Drinker Biddle &amp; Reath LLP (included in Exhibit 5.1)</a>					X
24.1	<a href="#">Power of Attorney (see signature page)</a>					X
107	<a href="#">Filing Fee Table</a>					X

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

- (1) 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 of 1933, as amended (the "Securities Act");
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this 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 SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective registration statement; and

- (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)(1)(i) and (a)(1)(ii) do not apply if this registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) 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 therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) 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.

(b) 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 this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) 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 SEC 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, 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 Radnor, Commonwealth of Pennsylvania, on November 12, 2024.

### MINERALYS THERAPEUTICS, INC.

By: /s/ Jon Congleton  
Jon Congleton  
Chief Executive Officer

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Mineralys Therapeutics, Inc., hereby severally constitute and appoint Jon Congleton and Adam Levy, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and 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 SEC, 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 and about the premises, as full to all intents and purposes as he 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 held on the dates indicated.

Signature	Title	Date
<u>/s/ Jon Congleton</u> Jon Congleton	Chief Executive Officer (principal executive officer)	November 12, 2024
<u>/s/ Adam Levy</u> Adam Levy	Chief Financial Officer (principal financial and accounting officer)	November 12, 2024
<u>/s/ Brian Taylor Slingsby, M.D., Ph.D., M.P.H.</u> Brian Taylor Slingsby, M.D., Ph.D., M.P.H.	Executive Chairman	November 12, 2024
<u>/s/ Srinivas Akkaraju, M.D., Ph.D.</u> Srinivas Akkaraju, M.D., Ph.D.	Director	November 12, 2024
<u>/s/ Derek DiRocco, Ph.D.</u> Derek DiRocco, Ph.D.	Director	November 12, 2024
<u>/s/ Alexander M. Gold, M.D.</u> Alexander M. Gold, M.D.	Director	November 12, 2024
<u>/s/ Daphne Karydas</u> Daphne Karydas	Director	November 12, 2024
<u>/s/ Glenn Sblendorio</u> Glenn Sblendorio	Director	November 12, 2024

## CALCULATION OF FILING FEE TABLE

## Form S-8

## Mineralys Therapeutics, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	1,645,356 shares (2)	\$13.515 (3)	\$22,236,986	\$153.10 per \$1,000,000	\$3,404.48
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	411,339 shares (4)	\$13.515 (3)	\$5,559,247	\$153.10 per \$1,000,000	\$851.12
Total Offering Amounts					\$27,796,233		\$4,255.60
Total Fee Offsets (5)							\$—
Net Fee Due							\$4,255.60

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also registers an indeterminate number of additional shares that may be issued pursuant to the above-named plans as the result of any future 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 our outstanding shares of common stock.
- (2) Represents 1,645,356 additional shares of common stock issuable pursuant to the Mineralys Therapeutics, Inc. 2023 Incentive Award Plan (the “2023 Plan”) that have become available pursuant to an automatic annual increase provision in the 2023 Plan.
- (3) Computed in accordance with Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the registrant’s common stock as reported on the Nasdaq Global Select Market on November 5, 2024, which is within five business days prior to filing this registration statement.
- (4) Represents 411,339 additional shares of common stock issuable pursuant to the Mineralys Therapeutics, Inc. 2023 Employee Stock Purchase Plan (the “ESPP”) that have become available pursuant to an automatic annual increase provision in the ESPP.
- (5) The registrant does not have any fee offsets.



faegredrinker.com

**Faegre Drinker Biddle & Reath LLP**  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
Phone +1 612 766 7000  
Fax +1 612 766 1600

November 12, 2024

Mineralys Therapeutics, Inc.  
150 N. Radnor Chester Road, Suite F200  
Radnor, Pennsylvania 19087

Re: Mineralys Therapeutics, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Mineralys Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), registering the offer and sale of (i) up to 1,645,356 additional shares (the "2023 Plan Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), pursuant to the Company's 2023 Incentive Award Plan (the "2023 Plan"), and (ii) up to 411,339 additional shares of Common Stock (the "ESPP Shares," and together with the 2023 Plan Shares, the "Shares") pursuant to the Company's 2023 Employee Stock Purchase Plan (the "ESPP," and together with the 2023 Plan, the "Plans").

For purposes of this opinion letter, we have examined the Plans, the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, as currently in effect, the Company's Amended and Restated Bylaws, as currently in effect, and the resolutions of the Company's Board of Directors authorizing the issuance of the Shares. We also have examined a certificate of the Secretary of the Company dated the date hereof (the "Certificate") and originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate and other records, agreements, instruments, certificates of public officials and documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of law as we have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, we have relied upon certificates, statements or representations of public officials, officers and representatives of the Company (including the Certificate) and others, without any independent verification thereof.

In our examination, we have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures, including electronic signatures; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, documents, instruments, certificates and records we have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based upon such examination and review, and subject to the foregoing and the other qualifications, assumptions and limitations set forth herein, we are of the opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the 2023 Plan Shares to be issued in accordance with the 2023 Plan and the ESPP Shares to be issued in accordance with the ESPP and that, when (a) the 2023 Plan Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the 2023 Plan and any applicable award agreement, and, where applicable, the consideration for the 2023 Plan Shares specified in the 2023 Plan and any applicable award agreement has been received by the Company, the 2023 Plan Shares will be validly issued, fully paid and nonassessable; and (b) the ESPP Shares have been issued and sold as contemplated in the Registration Statement and related prospectus and in accordance with the ESPP, and the consideration for the ESPP Shares specified in the ESPP has been received by the Company, the ESPP Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein with respect to the laws of any jurisdiction other than, subject to the limitations and assumptions contained herein, the General Corporation Law of the State of Delaware.

This opinion speaks only as of the date the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion thereafter. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby 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 within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours very truly,

/s/ Faegre Drinker Biddle & Reath LLP

FAEGRE DRINKER BIDDLE & REATH LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Incentive Award Plan of Mineralys Therapeutics, Inc. and the 2023 Employee Stock Purchase Plan of Mineralys Therapeutics, Inc. of our report dated March 21, 2024, with respect to the financial statements of Mineralys Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Denver, Colorado  
November 12, 2024