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

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

MYNARIC AG

(Exact Name of Registrant as Specified in Its Charter)

The Federal Republic of Germany

(State or other jurisdiction of
incorporation or organization)

N/A

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

**Bertha-Kipfmüller-Str. 2-8
81249 Munich, Germany
+498955894280**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Stock Option Program 2022
Restricted Stock Unit Program 2022
Stock Option Program 2023**

(Full titles of the plans)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
+1 (302) 738 6680**

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

Copies to:

**Krystian M. Czerniecki
Sullivan & Cromwell LLP
Neue Mainzer Straße 52
60311 Frankfurt, Germany
+49 (69) 4272 5200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

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

The information specified in Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the provisions of Rule 428 under the Securities Act, and the introductory note to Part I of Form S-8.

The documents containing the information specified in this Part I will be provided separately to the participants in the Plans as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement 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 submitted to the Commission by Mynaric AG (the “Registrant”) pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- [The Registrant’s annual report \(“Annual Report”\) on Form 20-F filed with the Commission on May 17, 2024.](#)

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and, to the extent designated therein, certain Reports of Foreign Private Issuer on Form 6-K, furnished by the Registrant, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters 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 of such 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 other subsequently filed document which 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under German law, we may not, as a general matter, indemnify members of our management board and supervisory board. Certain limited exceptions may apply if the indemnification is in the legitimate interest of our Company. We will indemnify our management board and supervisory board members, to the extent permissible under German law, from and against any liabilities arising out of or in connection with their services to us.

We provide directors’ and officers’ liability insurance for the members of our management and supervisory boards against civil liabilities, which they may incur in connection with their activities on behalf of our company, including against liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See exhibits listed in the Exhibit Index below, which is incorporated into this item by reference.

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;
 - (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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above 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 Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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 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.
- (c) 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 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.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
1.1	<u>Articles of Association of the Registrant (incorporated herein by reference to Exhibit 1.1 to the current report on Form 20-F filed on May 17, 2024)</u>
4.1	<u>Form of Deposit Agreement between the Registrant, the depository and holders and beneficial owners of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on November 3, 2021)</u>
4.2	<u>Form of American Depositary Receipt evidencing American Depositary Shares (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on November 3, 2021)</u>
5.1*	<u>Opinion of Sullivan & Cromwell LLP regarding the validity of ordinary shares</u>
10.1	<u>Mynaric AG, Stock Option Program 2022 (incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 20-F (File No. 001-41045) filed with the SEC on May 1, 2023)</u>
10.2	<u>Mynaric AG, Restricted Stock Unit Program 2022 (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form F-3 (File No. 001-274793) filed with the SEC on September 29, 2023)</u>
10.3	<u>Mynaric AG, Stock Option Program 2023 (incorporated by reference to Exhibit 4.7 to the current report on Form 20-F filed on May 17, 2024)</u>
23.1*	<u>Consent of KPMG AG Wirtschaftsprüfungsgesellschaft</u>
23.2*	<u>Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1)</u>
24.1*	<u>Powers of Attorney (included on signature page to the registration statement)</u>
107*	<u>Calculation of Filing Fee Tables</u>

* 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 Munich, the Federal Republic of Germany on May 17, 2024.

Mynaric AG

By: /s/ Mustafa Veziroglu
Name: Mustafa Veziroglu
Title: Chief Executive Officer

By: /s/ Stefan Berndt-von Bülow
Name: Stefan Berndt-von Bülow
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Mustafa Veziroglu and Stefan Berndt-von Bülow, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution and re-substitution, for and 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 and sign any registration statement for the same offering covered by the registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, as amended, and all post-effective amendments thereto, 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 and about the premises, as fully 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 their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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>
By: <u>/s/ Mustafa Veziroglu</u> Name: Mustafa Veziroglu	Chief Executive Officer Member of the Management Board	May 17, 2024
By: <u>/s/ Stefan Berndt-von Bülow</u> Name: Stefan Berndt-von Bülow	Chief Financial Officer and Member of the Management Board	May 17, 2024
By: <u>/s/ Joachim Horwath</u> Name: Joachim Horwath	Chief Technology Officer and Member of the Management Board	May 17, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly appointed representative in the United States of Mynaric AG has signed this registration statement or amendment thereto in the city of Newark, State of Delaware on May 17, 2024.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

[Letterhead of Sullivan & Cromwell LLP]

May 17, 2024

Mynaric AG
Bertha-Kipfmüller-Str. 2-8
81249 Munich
Germany

Ladies and Gentlemen:

We are acting as German counsel to Mynaric AG (the **Company**), a stock corporation (*Aktiengesellschaft*) incorporated under the laws of the Federal Republic of Germany (**Germany**), as to matters of German law in connection with the filing with the Securities and Exchange Commission of a registration statement on Form S-8 (the **Registration Statement**) on May 17, 2024. The purpose of the Registration Statement is to register under the Securities Act of 1933, as amended (the **Securities Act**), 574,464 ordinary shares with no-par value, which, upon a potential future conversion into American Depositary Shares evidenced by American depositary receipts (the **ADSs**), will represent 2,297,856 ADSs, each representing an ownership interest of one-quarter (1/4) of an ordinary shares of the Company with a notional amount attributable to each ordinary share of € 1.00 per share (the **Shares**). These 574,464 Shares are or may become issuable under the following programs: 115,000 Shares under the Stock Option Program 2022, 262,147 under the Restricted Stock Unit Program 2022, and 197,317 under the Stock Option Program 2023 (together, the **Plans**).

This opinion is being furnished to the Company in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement other than as expressly stated herein with respect to the Shares.

In this context, we examined, *inter alia*, the following documents:

- A) a copy of the current articles of association (*Satzung*) of the Company dated April 2, 2024 (the **Articles of Association**);
- B) a copy of an electronic excerpt from the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich, Germany (the **Commercial Register**), docket number HRB 232763, relating to the Company dated May 7, 2024;
- C) an email confirmation by the Company's Chief Financial Officer, Stefan Berndt-von Bülow, of May 17, 2024, stating that there have been no changes to the information stated in the excerpt from the Commercial Register, under docket number HRB 232763, relating to the Company since May 7, 2024;
- D) a copy of each Plan;
- E) a copy of the minutes of the resolutions of the supervisory board of September 30, 2022, regarding, *inter alia*, the approval of the Stock Option Program 2022;
- F) a copy of the minutes of the resolutions of the supervisory board of March 29, 2023, regarding, *inter alia*, the approval of the Restricted Stock Units Program 2022;
- G) a copy of the minutes of the resolutions of the supervisory board of December 12, 2023, regarding the approval of the Stock Option Program 2023;
- H) a copy of the minutes of the annual general shareholders' meeting of the Company, held on July 14, 2022, which resolved on the creation of the Authorized Capital 2022/II and the Conditional Capital 2022/II;
- I) a copy of the minutes of the annual general shareholders' meeting of the Company, held on August 8, 2023, which resolved on the creation of the Conditional Capital 2023 (together with the resolutions under D) to H), the **Resolutions**); and
- J) a copy of the Registration Statement.

In giving this opinion, we have assumed that all documents submitted to us as a copy correspond to the respective original and that all documents examined by us are within the power of, and have been or will be validly authorized and executed by all parties thereto other than the Company, which is acting on the basis of the Resolutions. We have further assumed (1) that all authorizations, other than those authorizing the Company with respect to which we have received copies of the Resolutions, have been or will be validly issued and that none of these authorizations has been revoked, (2) that all documents, including electronic excerpts from the Commercial Register, submitted to us and made as of a specific date, have not been

amended, cancelled, or otherwise been altered since that date until the date hereof, (3) that all documents submitted to us in purported final draft form have been, or will be, executed in the form submitted, (4) that the Company will at all times continue to have sufficient authorized or conditional share capital with the relevant authorization to waive any pre-emptive subscription rights; (5) that the management board and the supervisory board of the Company will duly pass the relevant resolutions for the issue of the Shares (the **Board Resolutions**) in accordance with the Articles of Association, the terms of the Plans, the Resolutions and applicable law; (6) that upon issue of any Shares, the Company will receive payment in cash of an issue price in accordance with the Plans, the Resolutions and applicable law and (7) that there will be no amendments to the authorized share capital of the Company which would adversely affect the issue of the Shares and the conclusions stated in this opinion. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials. In this opinion, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances in which a court may be prepared to pierce or lift the corporate veil) (*nicht nachschusspflichtig*).

Based upon and subject to the foregoing and the qualifications set out below, we are of the opinion that when the Company as a German stock corporation has issued the Shares against payment therefor under the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly issued, granted or awarded and exercised in accordance with the requirements of law, the Resolutions, the Board Resolutions, the Articles of Association, and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the Shares will be validly issued, fully paid and non-assessable.

The foregoing opinions are subject to the following qualifications:

(i) Pursuant to Sections 57 *et seq.* and 71a of the German Stock Corporation Act (*Aktiengesetz*) (**AktG**), except for dividends or unless explicitly permitted under the AktG, no payments, other distributions, financing arrangements, financial support, or other services of any kind may be made, directly or indirectly, by a stock corporation (*Aktiengesellschaft*) to current or future shareholders in their capacity as such.

(ii) We have not verified, do not opine upon, and do not assume any responsibility for the accuracy, completeness, or reasonableness of any statement contained in the Registration Statement (including in documents incorporated into the Registration Statement by reference) or any documents provided to Plan participants with respect to the Shares or the Company.

(iii) This opinion speaks as of its date and is confined to, and is given on the basis of, the laws of Germany as they exist at the date hereof; it is governed by the laws of Germany. We are expressing no opinion as to the effect of the laws of any other jurisdiction.

(iv) We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP
Sullivan & Cromwell LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 17, 2024, with respect to the consolidated financial statements of Mynaric AG, incorporated herein by reference.

/s/ KPMG AG Wirtschaftsprüfungsgesellschaft

Munich, Germany
May 17, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Mynaric AG
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, no par value ⁽¹⁾	Other	574,464 ⁽²⁾	\$21.02 ⁽³⁾	\$12,075,233.28	0.0001476	\$1,782.30
Total Offering Amounts					\$12,075,233.28		\$1,782.30
Total Fee Offsets ⁽⁴⁾							–
Net Fee Due							\$1,782.30

- (1) American Depositary Shares (“ADSs”) evidenced by American Depositary Receipts (“ADRs”) issuable upon deposit of the ordinary shares have been registered under a separate registration statement on Form F-6 (333-260613). Four ADSs represent one ordinary share.
- (2) Represents ordinary shares issuable upon the exercise of options granted under the Stock Option Program 2022 (“SOP 2022”), the ordinary shares issuable under the Restricted Stock Unit Program 2022 (“RSUP 2022”) and the options granted under the Stock Option Program 2023 (“SOP 2023”) in each case as of the date of this registration statement that may be settled in ordinary shares. The total amount registered represents 115,000 ordinary shares issuable upon the exercise of options granted under the SOP 2022, 197,317 ordinary shares issuable upon the exercise of options granted under the RSUP 2022 and 262,147 ordinary shares issuable upon the exercise of options granted under the SOP 2023. The number of ordinary shares being registered also includes an indeterminate number of ordinary shares that may be issuable as a result of stock splits, stock dividends or similar anti-dilution adjustments of the outstanding ordinary shares in accordance with Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”).
- (3) The proposed maximum offering price per unit, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on \$5.17 per ADS, the average of the high and low prices for the registrant’s ADSs as quoted on The Nasdaq Global Select Market on May 10, 2024. Four ADSs represent one ordinary share.
- (4) The registrant does not have any fee offsets.