

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

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

CeriBell, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-1785452
(I.R.S. Employer
Identification Number)

360 N. Pastoria Avenue
Sunnyvale, California
(Address of Principal Executive Offices)

94085
(Zip Code)

CeriBell, Inc. 2024 Incentive Award Plan
CeriBell, Inc. 2024 Employee Stock Purchase Plan
(Full Title of the Plan)

Jane Chao, Ph.D.
President, Chief Executive Officer, and Co-Founder
CeriBell, Inc.

360 N. Pastoria Avenue
Sunnyvale, California 94085
(800) 436-0826

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

Copies to:

Kathleen M. Wells
John C. Williams
Richard Kim
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

EXPLANATORY NOTE

CeriBell, Inc., a Delaware corporation (the “Registrant”) is filing this Registration Statement on Form S-8 to register an additional 2,151,036 shares of its common stock, par value \$0.001 (“Common Stock”) issuable under the Registrant’s (i) 2024 Incentive Award Plan (the “2024 Plan”) and (ii) 2024 Employee Stock Purchase Plan (the “ESPP”). As a result of the operation of annual increase provisions therein, 1,792,530 shares of common stock were added to the 2024 Plan and 358,506 shares of common stock were added to the ESPP.

On October 11, 2024, the Registrant filed with the U.S. Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (File No. 333-282603) (the “Prior Registration Statement”) relating to shares of Common Stock issuable to eligible employees, consultants, and directors of the Registrant under the 2024 Plan and the ESPP. The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding the “Registration of Additional Securities.”

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement relating to the 2024 Plan and the ESPP, including periodic reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant, are incorporated herein by reference and made part of this Registration Statement, except to the extent supplemented, superseded, or modified by the specific information set forth below and/or the specific exhibits attached hereto.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation	8-K	10/15/24	3.1	
4.2	Amended and Restated Bylaws	8-K	10/15/24	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	9/19/24	4.01	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1#	2024 Incentive Award Plan.	S-1/A	10/7/24	10.14	
99.2#	Form of Agreements under 2024 Incentive Award Plan.	S-1/A	10/7/24	10.15	
99.3#	2024 Employee Stock Purchase Plan.	S-1/A	10/7/24	10.16	
107	Calculation of Filing Fee Table.				X

Indicates management contract or compensatory plan.

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LATHAM & WATKINS LLP

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February 25, 2025

CeriBell, Inc.
360 N. Pastoria Avenue
Sunnyvale, California 94085

Re: Registration Statement on Form S-8; 2,151,036 shares of Common Stock of
CeriBell, Inc., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to CeriBell, Inc., a Delaware corporation (the "**Company**"), in connection with the registration by the Company of 2,151,036 shares of common stock of the Company, par value \$0.001 per share (the "**Shares**"), issuable under the CeriBell, Inc. 2024 Incentive Award Plan (the "**2024 Plan**") and CeriBell, Inc. 2024 Employee Stock Purchase Plan (together with the 2024 Plan, the "**Plans**").

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on February 25, 2025 (the "**Registration Statement**"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "**DGCL**"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plans, assuming in each case that the individual

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issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of CeriBell, Inc. of our report dated February 25, 2025 relating to the financial statements, which appears in CeriBell, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP
San Jose, California
February 25, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)

CeriBell, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value per share, reserved for future issuance under the CeriBell, Inc. 2024 Incentive Award Plan	Rule 457(c) and Rule 457(h)	1,792,530 ⁽³⁾	\$21.87	\$39,202,631.10	\$0.0001531	\$6,001.93
Equity	Common stock, \$0.001 par value per share, reserved for future issuance under the CeriBell, Inc. 2024 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	358,506 ⁽⁴⁾	\$21.87	\$7,840,526.22	\$0.0001531	\$1,200.39
Total Offering Amounts					\$47,043,157.32		\$7,202.32
Total Fee Offsets⁽⁵⁾							\$ —
Net Fee Due							\$7,202.32

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the 2024 Incentive Award Plan (the “2024 Plan”) and the 2024 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.

(2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon \$21.87, which is the average of the high and low selling prices per share of the Registrant’s Common Stock on February 18, 2025 as reported on the Nasdaq Global Select Market.

(3) Represents the additional shares of common stock that were reserved for future issuance under the 2024 Plan on January 1, 2024, pursuant to an evergreen provision contained in the 2024 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2024 Plan will automatically increase on January 1 of each year for a period of 10 years, beginning on January 1, 2025 and continuing through (and including) January 1, 2034, by the lesser of (i) five percent (5%) of the total number of shares of the Registrant's common stock outstanding on the last day of the immediately preceding fiscal year, and (ii) such smaller number of shares as determined by the Registrant's board of directors or a committee thereof.

(4) Represents the additional shares of common stock that were reserved for future issuance under the ESPP on January 1, 2024, pursuant to an evergreen provision contained in the ESPP. Pursuant to such provision, the number of shares reserved for issuance under the ESPP will automatically increase on January 1 of each year for a period of 10 years, beginning on January 1, 2025 and ending on (and including) January 1, 2034, in an amount equal to the lesser of (i) one percent (1%) of the total number of shares of the Registrant's common stock outstanding on the last day of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Registrant's board of directors or a committee thereof.

(5) The Registrant does not have any fee offsets.
