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

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

TRICIDA, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

46-3372526
(I.R.S. Employer
Identification Number)

**7000 Shoreline Court
Suite 201
South San Francisco, CA**
(Address of Principal Executive Offices)

94080
(Zip Code)

**Tricida, Inc. 2018 Equity Incentive Plan
Tricida, Inc. Employee Stock Purchase Plan**
(Full Title of the Plan)

**Gerrit Klaerner, Ph.D.
Chief Executive Officer and President
Tricida, Inc.
7000 Shoreline Court
Suite 201
South San Francisco, CA 94080
(415) 429-7800**
(Name, Address 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, 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input 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.

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share ("Common Stock")				
– Reserved for future issuance under the 2018 Equity Incentive Plan ("2018 Plan")	1,685,929(4)	\$29.75 (2)	\$50,156,388	\$6,079
– Reserved for future issuance under the Employee Stock Purchase Plan ("ESPP")	421,482(5)	\$25.29 (3)	\$10,659,280	\$1,292
Total	2,107,411		\$60,815,668	\$7,371

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock that become issuable under the 2018 Plan and the ESPP by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which would result in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on the average of the high and low sale prices of the Common Stock, as quoted on The Nasdaq Global Select Market, on August 5, 2019.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on 85% of the average of the high and low sale prices of the Common Stock, as quoted on The Nasdaq Global Select Market, on August 5, 2019. Pursuant to the ESPP, the purchase price of a share of Common Stock is 85% of the fair market value of the Common Stock.
- (4) The number of shares of Common Stock available for issuance under the 2018 Plan is subject to an automatic annual increase on the first day each fiscal year, beginning with the fiscal year ending December 31, 2019, and continuing until (and including) the fiscal year ending December 31, 2028, with such annual increase equal to the lesser of (i) 3,200,000 shares of Common Stock, (ii) 4% of the number of shares of Common Stock issued and outstanding on December 31 of the immediately preceding calendar year, and (iii) an amount determined by the Board of Directors of the Registrant (the "2018 Plan Evergreen Provision"). Accordingly, the number of shares of Common Stock available for issuance under the 2018 Plan was automatically increased by 1,685,929 shares effective January 1, 2019, which is equal to 4% of the total number of shares of Common Stock outstanding as of January 1, 2019. This Registration Statement registers the 1,685,929 additional shares of Common Stock available for issuance under the 2018 Plan as of January 1, 2019 as a result of the 2018 Plan Evergreen Provision.
- (5) The number of shares of Common Stock available for issuance under the ESPP is subject to an automatic annual increase on the first trading day in January of each calendar year during the term of the ESPP, commencing with January 2019, by an amount equal to the lesser of (i) one percent (1%) of the total number of shares of Common Stock issued and outstanding on December 31 of the immediately preceding calendar year, (ii) 800,000 shares of Common Stock or (iii) such number of shares of Common Stock as may be established by the Board (the "ESPP Evergreen Provision"). Accordingly, the number of shares of Common Stock available for issuance under the ESPP was automatically increased by 421,482 shares effective January 1, 2019, which is equal to one percent (1%) of the total number of shares of Common Stock outstanding as of January 1, 2019. This Registration Statement registers the 421,482 additional shares of Common Stock available for issuance under the ESPP as of January 1, 2019 as a result of the ESPP Evergreen Provision.

EXPLANATORY NOTE

This Registration Statement is being filed by Tricida, Inc. (the "Registrant") for the purpose of registering an additional 2,107,411 shares of Common Stock that were reserved, in the aggregate, for issuance under the 2018 Plan and the ESPP, with 1,685,929 shares of Common Stock reserved under the 2018 Plan and 421,482 shares of Common Stock reserved under the ESPP. The Registrant previously filed a registration statement on Form S-8 (SEC File No. 333-226058) (the "Prior Registration Statement") registering 4,000,000 shares of Common Stock under the 2018 Plan, 800,000 shares of Common Stock under the ESPP and 4,391,179 shares of Common Stock that may be issued pursuant to the exercise of outstanding stock options under the Registrant's 2013 Equity Incentive Plan. The contents of such Prior Registration Statement are hereby incorporated by reference pursuant to General Instruction E to Form S-8, except for Items 3 and 8, which are being updated by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in this Part I is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- the Registrant's Annual Report on Form 10-K for the year ended December 31, 2018 filed on March 29, 2019, as amended by Form 10-K/A filed on April 1, 2019;
- the Registrant's quarterly reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, filed on May 10, 2019 and August 9, 2019, respectively;
- the Registrant's current reports on Form 8-K filed on January 3, 2019, February 22, 2019, March 28, 2019 and May 31, 2019; and
- the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A as filed with the Commission on June 25, 2018 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

All other reports and documents filed by the Registrant pursuant to Section 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 of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. 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 in any subsequently filed document which also 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

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Tricida, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed with the Commission on July 2, 2018).</u>
4.2	<u>Amended and Restated Bylaws of Tricida, Inc. (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed with the Commission on July 2, 2018).</u>
4.3	<u>Tricida, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1/A (No. 333-225420), Amendment No. 2 filed with the Commission on June 25, 2018).</u>
4.4	<u>Tricida, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1/A (No. 333-225420), Amendment No. 2 filed with the Commission on June 25, 2018).</u>
*5.1	<u>Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, with respect to validity of issuance of securities.</u>
*23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
*23.2	<u>Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).</u>
*24.1	<u>Power of Attorney (included on the signature page of the Registration Statement).</u>

* Each document marked with an asterisk is filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 South San Francisco, State of California, on August 9, 2019.

TRICIDA, INC.

By: /s/ Gerrit Klaerner

Gerrit Klaerner, Ph.D.

Chief Executive Officer and President

(Principal Executive Officer)

POWER OF ATTORNEY AND SIGNATURES

Each of the undersigned officers and directors of Tricida, Inc. does hereby severally constitute and appoint Gerrit Klaerner, Ph.D. and Geoffrey M. Parker, and each of them acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her 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 Commission and any applicable securities exchange or securities self-regulatory body, 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 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 their 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Gerrit Klaerner</u> Gerrit Klaerner, Ph.D.	Chief Executive Officer, President and Director (Principal Executive Officer)	August 9, 2019
<u>/s/ Geoffrey M. Parker</u> Geoffrey M. Parker	Chief Financial Officer (Principal Financial Officer)	August 9, 2019
<u>/s/ Steffen Pietzke</u> Steffen Pietzke	Vice President of Finance and Chief Accounting Officer (Principal Accounting Officer)	August 9, 2019
<u>/s/ Klaus Veitinger</u> Klaus Veitinger, M.D., Ph.D., M.B.A	Chairman of the Board of Directors	August 9, 2019
<u>/s/ Robert J. Alpern</u> Robert J. Alpern, M.D.	Director	August 9, 2019
<u>/s/ David Bonita</u> David Bonita, M.D.	Director	August 9, 2019
<u>/s/ Sandra I. Coufal</u> Sandra I. Coufal, M.D.	Director	August 9, 2019
<u>/s/ Kathryn Falberg</u> Kathryn Falberg	Director	August 9, 2019
<u>/s/ David Hirsch</u> David Hirsch, M.D., Ph.D.	Director	August 9, 2019



SILICON VALLEY
ANN ARBOR
BEIJING
BOSTON
LOS ANGELES
NEW YORK
SAN DIEGO
SAN FRANCISCO
SINGAPORE

Exhibit 5.1

August 9, 2019

Tricida, Inc.
7000 Shoreline Court
Suite 201
South San Francisco, CA 94080

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We refer to the registration statement on Form S-8 (the “**Registration Statement**”) to be filed by Tricida, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) in connection with the registration under the Securities Act of 1933, as amended (the “**Act**”), of an aggregate of 2,107,411 shares of the Company’s common stock, \$0.001 par value per share (the “**Shares**”), that are subject to issuance by the Company (i) upon the exercise or settlement of awards granted or to be granted under the Company’s 2018 Equity Incentive Plan and (ii) and the exercise of purchase rights to acquire shares of common stock granted or to be granted under the Company’s Employee Stock Purchase Plan. The Company’s 2018 Equity Incentive Plan and Employee Stock Purchase Plan are collectively referred to in this letter as the “**Plans**.”

In connection with this opinion, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans. We have also examined and relied upon the Registration Statement and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. With your consent, we have relied upon certificates and other assurances of officers of the Company as to factual matters without having independently verified such factual matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

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, other than as expressly stated herein with respect to the issue of the Shares. Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware (the “DGCL”). Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

Based upon and subject to the foregoing, we advise you that, in our opinion, when the Shares have been issued and sold by the Company pursuant to the applicable provisions of the Plans and pursuant to the agreements which accompany the Plans, and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and nonassessable.

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP
3570 CARMEL MOUNTAIN ROAD, SUITE 200, SAN DIEGO, CA 92130 / PHONE: 858.436.8000 / FAX: 877.881.9192

Tricida, Inc.
August 9, 2019

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

Very truly yours,

/s/ Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, 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 2018 Equity Incentive Plan and the Employee Stock Purchase Plan of Tricida, Inc. of our report dated March 29, 2019, with respect to the financial statements of Tricida, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
August 9, 2019