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

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

TRICIDA

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, California 94080
(415) 429-7800**

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

**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 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.

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")	2,008,431 ⁽⁴⁾	\$7.03 ⁽²⁾	\$14,119,270	\$1,540
– Reserved for future issuance under the Employee Stock Purchase Plan ("ESPP")	502,107 ⁽⁵⁾	\$5.97 ⁽³⁾	\$2,997,579	\$327
Total	2,510,538		\$17,116,849	\$1,867

- (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 January 4, 2021.
- (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 January 4, 2021. 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 2,008,431 shares effective January 1, 2021, which is equal to 4% of the total number of shares of Common Stock outstanding as of December 31, 2020. This Registration Statement registers the 2,008,431 additional shares of Common Stock available for issuance under the 2018 Plan as of January 1, 2021 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 502,107 shares effective January 4, 2021 which is equal to one percent (1%) of the total number of shares of Common Stock outstanding as of December 31, 2020. This Registration Statement registers the 502,107 additional shares of Common Stock available for issuance under the ESPP as of January 4, 2021 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 2,510,538 shares of Common Stock that were reserved, in the aggregate, for issuance under the 2018 Plan and the ESPP, with 2,008,431 shares of Common Stock reserved under the 2018 Plan and 502,107 shares of Common Stock reserved under the ESPP. The Registrant previously filed with the Securities and Exchange Commission (the "Commission") on July 3, 2018, August 9, 2019 and March 2, 2020 registration statements on Form S-8 (SEC File No. 333-226058, SEC File No. 333-233187 and SEC File No. 333-236820, respectively) (the "Prior Registration Statements") registering shares of Common Stock issuable under the 2018 Plan and the ESPP. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, 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 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 following documents heretofore filed with the Commission by the Registrant are incorporated herein by reference into this Registration Statement:

- The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 2, 2020;
- The Registrant's Quarterly Reports on Form 10-Q, filed with the Commission on May 8, 2020, August 6, 2020, and November 9, 2020;
- The Registrant's Current Reports on Form 8-K, filed with the Commission on February 28, 2020, March 16, 2020, April 15, 2020, May 19, 2020, May 20, 2020, May 22, 2020, June 16, 2020, June 30, 2020, July 15, 2020, August 24, 2020, October 29, 2020, December 4, 2020, and December 8, 2020; and
- The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, 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"), including any amendment or report for the purpose of updating such description.

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 to this Registration Statement 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 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.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, that the Registrant has furnished, or may from time to time furnish, to the Commission is, or will be, incorporated by reference into, or otherwise included in, this Registration Statement.

ITEM 8. EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
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 June 16, 2020).</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 Sidley Austin 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 Sidley Austin 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.

Signature	Title	Date
/s/ Gerrit Klaerner _____ Gerrit Klaerner, Ph.D.	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	January 8, 2021
/s/ Geoffrey M. Parker _____ Geoffrey M. Parker	Chief Financial Officer and Executive Vice President <i>(Principal Financial Officer)</i>	January 8, 2021
/s/ Annie Yoshiyama _____ Annie Yoshiyama	Vice President of Finance and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	January 8, 2021
/s/ Klaus Veitinger _____ Klaus Veitinger, M.D., Ph.D., M.B.A	Chairman of the Board of Directors	January 8, 2021
/s/ Robert J. Alpern _____ Robert J. Alpern, M.D.	Director	January 8, 2021
/s/ David Bonita _____ David Bonita, M.D.	Director	January 8, 2021
/s/ Sandra I. Coufal _____ Sandra I. Coufal, M.D.	Director	January 8, 2021
/s/ Kathryn Falberg _____ Kathryn Falberg	Director	January 8, 2021
/s/ David Hirsch _____ David Hirsch, M.D., Ph.D.	Director	January 8, 2021

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AMERICA • ASIA PACIFIC • EUROPE

January 8, 2021

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

Re: 2,510,538 Shares of Common Stock, \$0.001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Tricida, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 2,008,431 shares of Common Stock, \$0.001 par value per share (the "Common Stock"), of the Company which may be issued under the Tricida, Inc. 2018 Equity Incentive Plan (the "2018 Plan") and (ii) 502,107 shares of Common Stock which may be issued under the Tricida, Inc. Employee Stock Purchase Plan (together with the 2018 Plan, the "Plans" and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, the Company's Bylaws, the Plans, and the resolutions adopted by the board of directors and stockholders of the Company relating to the Registration Statement and the Plans. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

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Tricida, Inc.
January 8, 2021
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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of 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 Securities Act.

Very truly yours,

/s/ Sidley Austin 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 Tricida, Inc. 2018 Equity Incentive Plan and the Tricida Inc. Employee Stock Purchase Plan of our reports dated March 2, 2020, with respect to the financial statements of Tricida, Inc. and the effectiveness of internal control over financial reporting of Tricida, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California

January 8, 2021
