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

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

Translate Bio, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

61-1807780
(I.R.S. Employer
Identification No.)

29 Hartwell Avenue
Lexington, Massachusetts
(Address of Principal Executive Offices)

02421
(Zip Code)

2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan
(Full title of the plan)

Ronald C. Renaud, Jr.
President and Chief Executive Officer
Translate Bio, Inc.
29 Hartwell Avenue
Lexington, Massachusetts 02421
(Name and address of agent for service)

(617) 945-7361
(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, 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

Non-accelerated filer

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	2,256,997 shares(2)	\$9.17(3)	\$20,696,663(3)	\$2,509

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 1,805,598 additional shares issuable under the 2018 Equity Incentive Plan, and (ii) 451,399 additional shares issuable under the 2018 Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on May 21, 2019.
-
-

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the 2018 Equity Incentive Plan (the “2018 Plan”) of Translate Bio, Inc. (the “Registrant”) and the 2018 Employee Stock Purchase Plan (the “ESPP”) of the Registrant, is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference the contents of the Registration Statement on [Form S-8](#), File No. 333-226047, relating to the 2018 Plan and the ESPP filed by the Registrant with the Securities and Exchange Commission on July 2, 2018.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Number</u>	<u>Description</u>
4.1	<u>Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38550) filed with the Securities and Exchange Commission on July 2, 2018).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38550) filed with the Securities and Exchange Commission on July 2, 2018).</u>
5.1*	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</u>
23.2*	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of attorney (included on the signature pages of this registration statement)</u>
99.1	<u>2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.7 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-225368) filed with the Securities and Exchange Commission on June 12, 2018).</u>
99.2	<u>2018 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (File No. 333-225368) filed with the Securities and Exchange Commission on June 1, 2018).</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 the Town of Lexington, Commonwealth of Massachusetts, on this 24th day of May, 2019.

TRANSLATE BIO, INC.

By: /s/ Ronald C. Renaud, Jr.
Ronald C. Renaud, Jr.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Translate Bio, Inc., hereby severally constitute and appoint Ronald C. Renaud, Jr., John R. Schroer and Paul Burgess, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Translate Bio, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, 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>
<u>/s/ Ronald C. Renaud, Jr.</u> Ronald C. Renaud, Jr.	President and Chief Executive Officer, Director (Principal Executive Officer)	May 24, 2019
<u>/s/ John R. Schroer</u> John R. Schroer	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 24, 2019
<u>/s/ Daniel S. Lynch</u> Daniel S. Lynch	Chairman of the Board	May 24, 2019
<u>/s/ Daniella Beckman</u> Daniella Beckman	Director	May 24, 2019
<u>/s/ Jean-François Formela, M.D.</u> Jean-François Formela, M.D.	Director	May 24, 2019
<u>/s/ Brian M. Gallagher, Jr., Ph.D.</u> Brian M. Gallagher, Jr., Ph.D.	Director	May 24, 2019
<u>/s/ Owen Hughes</u> Owen Hughes	Director	May 24, 2019
<u>/s/ Robert Meyer, M.D.</u> Robert Meyer	Director	May 24, 2019
<u>/s/ Robert Plenge, M.D., Ph.D.</u> Robert Plenge, M.D., Ph.D.	Director	May 24, 2019

WILMERHALE

+1 617 526 6000 (t)
+1 617 526 5000 (f)
wilmerhale.com

May 24, 2019

Translate Bio, Inc.
29 Hartwell Avenue
Lexington, MA 02421

Re: 2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of 2,256,997 shares of Common Stock, par value \$0.001 per share (the “**Shares**”), of Translate Bio, Inc., a Delaware corporation (the “**Company**”), issuable under the Company’s 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan (collectively, the “**Plans**”).

We have examined the certificate of incorporation and bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109
Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

Translate Bio, Inc.
May 24, 2019
Page 2

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Cynthia T. Mazareas
Cynthia T. Mazareas, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Translate Bio, Inc. of our report dated March 21, 2019 relating to the financial statements, which appears in Translate Bio, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
May 24, 2019