

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

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

**DERMATA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

82-1510982  
(I.R.S. Employer  
Identification No.)

DERMATA THERAPEUTICS, INC.  
3525 Del Mar Heights Rd., #322  
San Diego, CA 92130  
(Address of Principal Executive Offices) (Zip Code)

Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan  
(Full title of the plan)

Gerald T. Proehl  
Chief Executive Officer  
3525 Del Mar Heights Rd., #322  
San Diego, CA 92130  
(Name and address of agent for service)

Tel: (858) 800-2543  
(Telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

Steven M. Skolnick, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, New York 10020  
Tel: (212) 262-6700

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.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Dermata Therapeutics, Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”) under the Registrant’s 2021 Omnibus Equity Incentive Plan (the “2021 Plan”). The number of shares of Common Stock available for grant and issuance under the 2021 Plan is subject to an automatic annual increase on January 1 of each year beginning in 2022 by an amount equal to 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year (the “Evergreen Provision”). On January 1, 2022, the number of shares of Common Stock available for grant and issuance under the Plan increased by 83,286 shares. This Registration Statement registers such additional shares of Common Stock, which were available for grant and issuance under the 2021 Plan pursuant to the Evergreen Provision as of January 1, 2022.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the “Commission”) on December 10, 2021, (Registration No. 333-261606) including any amendments thereto or filings incorporated therein, are incorporated herein by this reference to the extent not replaced hereby.

### PART I

#### Information Required in the Section 10(a) Prospectus

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the Plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

### PART II

#### Information Required in the Registration Statement

##### **Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (a) the Company’s latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Exchange Act for the fiscal year ended December 31, 2021, as filed with the Commission on March 28, 2022;
- (b) the Company’s quarterly reports on Form 10-Q filed pursuant to Section 13(a) or 15(d) of the Exchange Act for the fiscal periods ended March 31, 2022 and June 30, 2022, as filed with the Commission on May 16, 2022 and August 15, 2022, respectively;
- (c) the Company’s current reports on Form 8-K filed with the Commission on January 13, 2022, February 4, 2022, March 2, 2022, March 28, 2022, April 25, 2022, May 16, 2022, May 17, 2022, June 22, 2022, June 24, 2022, July 11, 2022, and August 15, 2022 (other than any portions thereof deemed furnished and not filed);
- (d) the description of the Company’s common stock contained in the Company’s Registration Statement on Form 8-A (Registration No. 001-40739) filed with the Commission on August 11, 2021, under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All 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 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 such documents, except as to specific sections of such documents as set forth therein; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. 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.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Form	Incorporated by Reference			Filed Herewith
			File No.	Exhibit	Filing Date	
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation, as currently in effect</a>	S-1/A	333-256997	3.2	8/6/2021	
<a href="#">4.2</a>	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation</a>	8-K	001-40739	3.1	7/11/2022	
<a href="#">4.3</a>	<a href="#">Amended and Restated Bylaws, as currently in effect.</a>	S-1/A	333-256997	3.4	8/6/2021	
<a href="#">4.4</a>	<a href="#">Specimen Stock Certificate of the Registrant</a>	S-1/A	333-256997	4.1	8/6/2021	
<a href="#">4.5</a>	<a href="#">Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan</a>	S-1/A	333-256997	10.2	8/6/2021	
<a href="#">4.6</a>	<a href="#">Amendment No. 1 to the Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan</a>	S-1/A	333-256997	10.15	8/6/2021	
<a href="#">4.7</a>	<a href="#">Form of Nonqualified Stock Option Award</a>	S-1/A	333-256997	10.3	8/6/2021	
<a href="#">4.8</a>	<a href="#">Form of Incentive Stock Option Award</a>	S-1/A	333-256997	10.4	8/6/2021	
<a href="#">5.1</a>	<a href="#">Legal opinion of Lowenstein Sandler LLP</a>					x
<a href="#">23.1</a>	<a href="#">Consent of Mayer Hoffman McCann, P.C., Independent Registered Public Accounting Firm</a>					x
23.2	Consent of Lowenstein Sandler LLP (filed as part of Exhibit 5.1)					x
24.1	Power of Attorney (contained on the signature page of this registration statement on Form S-8)					x
<a href="#">107.1</a>	<a href="#">Filing Fee Table</a>					x

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Diego, California, on August 26, 2022.

### DERMATA THERAPEUTICS, INC.

By: /s/ Gerald T. Proehl  
Gerald T. Proehl  
Chief Executive Officer

### POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Gerald T. Proehl and Kyri K. Van Hoose, and each of them, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, to sign any amendments to this registration statement, and to sign any registration statement for the same offering covered by this registration statement, including post-effective amendments or registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming that each of said such attorneys-in-fact and agents or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerald T. Proehl</u> Gerald T. Proehl	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 26, 2022
<u>/s/ Kyri K. Van Hoose</u> Kyri K. Van Hoose	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 26, 2022
<u>/s/ David Hale</u> David Hale	Lead Director	August 26, 2022
<u>/s/ Wendell Wierenga</u> Wendell Wierenga, Ph.D.	Director	August 26, 2022
<u>/s/ Mary Fisher</u> Mary Fisher	Director	August 26, 2022
<u>/s/ Andrew Sandler, M.D.</u> Andrew Sandler, M.D.	Director	August 26, 2022
<u>Steven J. Mento</u> <u>/s/ Steven J. Mento, Ph.D.</u>	Director	August 26, 2022
<u>/s/ Kathleen Scott</u> Kathleen Scott	Director	August 26, 2022
<u>/s/ Brittany Bradrick</u> Brittan Bradrick	Director	August 26, 2022



August 26, 2022

Dermata Therapeutics, Inc.  
3525 Del Mar Heights Rd., #322  
San Diego, CA 92130

**Re: Registration Statement on Form S-8  
Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan**

Ladies and Gentlemen:

We have acted as counsel for Dermata Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of an aggregate of 83,286 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issuable pursuant to awards under the Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan (the "Plan").

In connection with rendering this opinion, we have examined: (i) the Plan; (ii) the Certificate of Incorporation of the Company, as amended; (iii) the Bylaws of the Company; and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity of original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares being registered pursuant to the Registration Statement have been duly authorized and, when issued and delivered upon the grant or exercise of awards in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of a copy of this opinion letter 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.

Very truly yours,  
/s/ Lowenstein Sandler LLP

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NEW YORK

PALO ALTO

NEW JERSEY

UTAH

WASHINGTON, D.C.

Lowenstein Sandler LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 28, 2022, with respect to the financial statements of Dermata Therapeutics, Inc. (formerly Dermata Therapeutics, LLC) as of December 31, 2021 and 2020 and for each of the two years in the period ended December 31, 2021 (which report includes an explanatory paragraph regarding the existence of substantial doubt about the Company's ability to continue as a going concern), included in the Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ Mayer Hoffman McCann P.C.  
San Diego, California  
August 26, 2022

## CALCULATION OF FILING FEE TABLE

Form S-8  
(Form Type)

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

Table 1: Newly Registered Securities

Security Type	Title of securities to be registered	Fee Calculation Rule	Amount to be registered (1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price (2)	Fee Rate	Amount of registration fee(2)
Equity	Common stock, \$0.0001 par value per share(3)	Rule 457(c) and Rule 457(h)	83,286	\$0.69	\$57,467	0.0000927	\$5.33
	Total Offering Amounts				\$57,467		\$5.33
	Total Fee Offsets(4)						-
	Net Fee Due						\$5.33

(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 Registrant's 2021 Omnibus Equity Incentive Plan (the "2021 Plan") in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the outstanding shares of the Registrant's common stock. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein, as these amounts may be adjusted as a result of stock splits, stock dividends, antidilution provisions, and similar transactions.

(2) Pursuant to Rules 457(c) and (h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price of the Registrant's common stock as reported on the NASDAQ Stock Market on August 24, 2022.

(3) Represents an automatic annual increase on January 1, 2022, to the number of shares of the Registrant's common stock reserved for issuance under the 2021 Plan, which annual increase is provided for in the 2021 Plan.

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