

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)

<p style="text-align: center;">Delaware (State or other jurisdiction of incorporation or organization)</p>	<p style="text-align: center;">86-3218736 (I.R.S. Employer Identification No.)</p>
<p style="text-align: center;">3525 Del Mar Heights Rd., #322 San Diego, CA (Address of Principal Executive Offices)</p>	<p style="text-align: center;">92130 (Zip Code)</p>

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.
Michael J. Lerner, 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 "Company") for the purpose of registering an additional aggregate 520,851 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") under the Company's 2021 Omnibus Equity Incentive Plan (as amended, the "2021 Plan") consisting of (i) 7,701 shares of Common Stock ("Evergreen Shares") available for grant and issuance under the 2021 Plan as of January 1, 2023 pursuant 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") and (ii) 513,150 shares of Common Stock pursuant to an amendment to the 2021 Plan approved by the Company's stockholders on August 3, 2023 (the "Amendment Shares").

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 of the Company filed with the Securities and Exchange Commission (the "SEC") on December 10, 2021, (Registration No. 333-261606) and August 26, 2022, (Registration No. 333-267115) (collectively, the "Prior Form S-8") including any amendments thereto or filings incorporated therein, are incorporated herein by this reference to the extent not replaced hereby. The shares of Common Stock registered pursuant to this Registration Statement are of the same class of securities as the 108,218 shares of Common Stock registered for issuance under the 2021 Plan pursuant to the Prior Form S-8.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the SEC 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, 2022, as filed with the SEC on [February 21, 2023](#), and as amended on [March 28, 2023](#);
- (b) the Company’s latest quarterly reports on Form 10-Q filed pursuant to Section 13(a) or 15(d) of the Exchange Act for the quarters ended: (i) March 31, 2023, as filed with the SEC on [May 11, 2023](#); and (ii) June 30, 2023, as filed with the SEC on [August 10, 2023](#);
- (c) the Company’s current reports on Form 8-K filed with the SEC on [February 8, 2023](#), [February 21, 2023](#), [March 13, 2023](#), [March 20, 2023](#), [March 28, 2023](#), [May 24, 2023](#) and [August 3, 2023](#) (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 SEC 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, including Exhibit 4.8 to the Company’s annual report on Form 10-K for the year ended December 31, 2022, filed with the SEC on [February 21, 2023](#).

All documents filed by the Company 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 SEC 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	Description of Document
4.1	Amended and Restated Certificate of Incorporation of Dermata Therapeutics, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 filed with the SEC on August 6, 2021).
4.2	Amendment No. 1 of the Amended and Restated Certificate of Incorporation of Dermata Therapeutics, Inc., filed with the Secretary of State of the State of Delaware on July 11, 2022 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on July 11, 2022).
4.3	Amended and Restated Bylaws of Dermata Therapeutics, Inc. (incorporated by reference to Exhibit 3.4 of the Company's Registration Statement on Form S-1 filed with the SEC on August 6, 2021).
4.4	Amendment No. 1 to the Amended and Restated Bylaws of Dermata Therapeutics, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on September 23, 2022).
4.5	Specimen Certificate representing shares of common stock of Dermata Therapeutics, Inc. (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 filed with the SEC on August 6, 2021).
4.6	Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.2 on Form S-1 filed with the SEC on June 10, 2021).
4.7	Amendment No. 1 to the Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.14 on Form S-1/A filed with the SEC on July 2, 2021).
4.8	Amendment No. 2 to the Dermata Therapeutics, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.1 on Form 8-K filed with SEC on August 3, 2023).
4.9	Form of Nonqualified Stock Option Award (incorporated by reference to Exhibit 10.3 on Form S-1 filed with the SEC on June 10, 2021).
4.10	Form of Incentive Stock Option Award (incorporated by reference to Exhibit 10.4 on Form S-1 filed with the SEC on June 10, 2021).
5.1	Legal opinion of Lowenstein Sandler LLP*
23.1	Consent of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm*
23.2	Consent of Lowenstein Sandler LLP (filed as part of Exhibit 5.1)
24.1	Power of Attorney (contained on the signature page of this registration statement on Form S-8)
107.1	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 September 14, 2023.

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 Company 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	President, Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	September 14, 2023
<u>/s/ Kyri K. Van Hoose</u> Kyri K. Van Hoose	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 14, 2023
<u>/s/ David Hale</u> David Hale	Lead Director	September 14, 2023
<u>/s/ Wendell Wierenga</u> Wendell Wierenga, Ph.D.	Director	September 14, 2023
<u>/s/ Mary Fisher</u> Mary Fisher	Director	September 14, 2023
<u>/s/ Andrew Sandler</u> Andrew Sandler, M.D.	Director	September 14, 2023
<u>/s/ Steven J. Mento</u> Steven J. Mento, Ph.D.	Director	September 14, 2023
<u>/s/ Kathleen Scott</u> Kathleen Scott	Director	September 14, 2023
<u>/s/ Brittany Bradrick</u> Brittany Bradrick	Director	September 14, 2023



September 14, 2023

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

**Re: Form S-8 Registration Statement of Dermata Therapeutics, Inc.
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 520,851 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 (as amended, effective as of August 3, 2023) (the "Plan").

In connection with rendering this opinion, we have examined: (i) the Plan; (ii) the second amendment thereto; (iii) the Certificate of Incorporation of the Company, as amended; (iv) the Bylaws of the Company, as amended; and (v) 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
Lowenstein Sandler LLP

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 February 21, 2023, with respect to the financial statements of Dermata Therapeutics, Inc. (formerly Dermata Therapeutics, LLC) (“Company”) as of December 31, 2022 and 2021 and for each of the two years in the period ended December 31, 2022 (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 Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Mayer Hoffman McCann P.C.

San Diego, California
September 14, 2023

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	Rule 457(c) and Rule 457(h)	520,851 ⁽³⁾	\$ 1.09	\$ 567,727.59	0.00011020	\$ 62.56
	Total Offering Amounts				\$ 567,727.59		\$ 62.56
	Total Fee Offsets ⁽⁴⁾						-
	Net Fee Due						\$ 62.56

- (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 (as amended, 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 September 12, 2023.
- (3) Represents: (i) 7,701 shares pursuant to an automatic annual increase on January 1, 2023, 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; and (ii) 513,150 additional shares authorized under the 2021 Plan’s amendment approved by the Registrant’s stockholders on August 3, 2023
- (4) The Registrant does not have any fee offsets.