

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

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

Beyond Meat, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

26-4087597

(I.R.S. Employer
Identification No.)

**119 Standard Street
El Segundo
CA 90245**

(Address of Principal Executive Offices including Zip Code)

**Beyond Meat, Inc. 2018 Equity Incentive Plan
Beyond Meat, Inc. 2018 Employee Stock Purchase Plan**

(Full title of the plans)

**Philip E. Hardin
Chief Financial Officer and Treasurer
Beyond Meat, Inc.**

**119 Standard Street
El Segundo, CA 90245
(866) 756-4112**

(Name and address and telephone number,
including area code, of agent for service)

Copy to:

**Christine McCarthy, Esq.
Orrick, Herrington & Sutcliffe LLP
1000 Marsh Road
Menlo Park, CA 94015**

Telephone: (650) 614-7400, Facsimile: (650) 614-7401

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

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.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in this Part I will be delivered to the participants in the Plans (defined below) covered by this registration statement (the "Registration Statement") as required by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be filed with the Securities and Exchange Commission (the "Commission") as part of this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

This Registration Statement is being filed for the purpose of registering an additional 5,361,302 shares of common stock, par value \$0.0001 ("Common Stock"), of Beyond Meat, Inc. (the "Registrant") issuable under the following employee benefit plans for which registration statements on Form S-8, filed with the Commission on May 3, 2019 (File No. 333-231186) and on May 15, 2020 (File No. 333-238304) (collectively, the "Prior Registration Statements") are effective: (i) the 2018 Equity Incentive Plan (the "2018 EIP"), pursuant to automatic share increases that occurred on January 1, 2021 and January 1, 2022, which added a total of 4,289,042 shares of Common Stock to the number of shares of Common Stock available for issuance under the 2018 EIP, and (ii) the 2018 Employee Stock Purchase Plan (the "2018 ESPP," and together with the 2018 EIP, the "Plans"), pursuant to automatic share increases that occurred on January 1, 2021 and January 1, 2022, which added a total of 1,072,260 shares of Common Stock to the number of shares of Common Stock available for issuance under the 2018 ESPP.

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference in this Registration Statement to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

Item 8. Exhibits.

<u>Exhibit number</u>	<u>Documents</u>
4.1	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form S-1/A, filed with the Commission on March 27, 2019)
4.2	Description of Registrant's Securities (incorporated herein by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K, filed with the Commission on March 19, 2020)
5.1*	Opinion of Orrick, Herrington & Sutcliffe LLP
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (contained on the signature page of this Registration Statement)
99.1	2018 Equity Incentive Plan and forms of agreement thereunder (incorporated herein by reference to Exhibit 10.13 to the Registrant's Form S-1/A, filed with the Commission on January 9, 2019)
99.2	Amended form of 2018 Equity Incentive Plan stock option award agreement (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on July 29, 2019)
99.3	Amended form of 2018 Equity Incentive Plan restricted stock unit award agreement (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on July 29, 2019)
99.4	2018 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.14 to the Registrant's Form S-1/A, filed with the Commission on January 9, 2019)
107*	Filing fee table

* 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 El Segundo, State of California, on March 3, 2022.

BEYOND MEAT, INC.

By: /s/ Ethan Brown
Name: Ethan Brown
Title: President and
Chief Executive
Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Ethan Brown and Philip E. Hardin, each of them with power to act alone, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments of this Registration Statement, including post-effective amendments, and to file the same, together with exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises hereof, as fully to all intents and purposes as he or she might do or could do in person, thereby ratifying and confirming all that said attorney-in-fact or his or her 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ethan Brown</u> Ethan Brown	President, Chief Executive Officer, and Director (Principal Executive Officer)	March 3, 2022
<u>/s/ Philip E. Hardin</u> Philip E. Hardin	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	March 3, 2022
<u>/s/ Seth Goldman</u> Seth Goldman	Chairman of the Board	March 3, 2022
<u>/s/ Diane Carhart</u> Diane Carhart	Director	March 3, 2022
<u>/s/ Sally Grimes</u> Sally Grimes	Director	March 3, 2022
<u>/s/ Raymond J. Lane</u> Raymond J. Lane	Director	March 3, 2022
<u>/s/ Muktesh Pant</u> Muktesh Pant	Director	March 3, 2022
<u>/s/ Ned Segal</u> Ned Segal	Director	March 3, 2022
<u>/s/ Christopher Isaac Stone</u> Christopher Isaac Stone	Director	March 3, 2022
<u>/s/ Kathy N. Waller</u> Kathy N. Waller	Director	March 3, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Beyond Meat, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	4,289,042(2)	\$43.52(3)	\$186,659,107.84	\$0.0000927	\$17,303.30
Equity	Common Stock, \$0.0001 par value per share	Other	1,072,260(4)	\$36.99(5)	\$39,662,897.40	\$0.0000927	\$3,676.75
Total Offering Amounts					\$226,322,005.24		\$20,980.05
Total Fee Offsets							—
Net Fee Due							\$20,980.05

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the common stock, \$0.0001 par value per share (the "Common Stock"), of Beyond Meat, Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents a total of 4,289,042 shares of Common Stock reserved for issuance under the Beyond Meat, Inc. 2018 Equity Incentive Plan (the "2018 EIP") resulting from an automatic annual increase of shares of Common Stock available for issuance under the 2018 EIP on January 1, 2021 and January 1, 2022.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of \$43.52, the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Global Select Market on February 25, 2022.
- (4) Represents a total of 1,072,260 shares of Common Stock reserved for issuance under the Beyond Meat, Inc. 2018 Employee Stock Purchase Plan (the "2018 ESPP") resulting from an automatic annual increase of shares of Common Stock available for issuance under the 2018 ESPP on January 1, 2021 and January 1, 2022.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of 85% of \$43.52, the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Global Select Market on February 25, 2022. Pursuant to the ESPP, the purchase price of Common Stock will be at least 85% of the lower of the fair market value of the Common Stock on the first trading day of the offering period or on the applicable purchase date.

March 3, 2022

Beyond Meat, Inc.
119 Standard Street
El Segundo, CA 90245

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Beyond Meat, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the following (collectively, the "Plan Shares"): (i) an additional 4,289,042 shares of the Company's common stock ("Shares"), \$0.0001 par value per Share, available for issuance pursuant to future awards under the Company's 2018 Equity Incentive Plan (the "2018 Plan"), and (ii) an additional 1,072,260 Shares available for issuance pursuant to future awards under the Company's 2018 Employee Stock Purchase Plan (the "ESPP", together with the 2018 Plan, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Plan Shares.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, each as currently in effect, (iii) the Plans, 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 or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, 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 facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Plan Shares have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law 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 jurisdictions.

March 3, 2022

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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 hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE 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 reports dated March 1, 2022, relating to the financial statements of Beyond Meat, Inc. and the effectiveness of Beyond Meat, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Beyond Meat, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP
Los Angeles, California

March 3, 2022