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

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

Rigetti Computing, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-0950636
(I.R.S. Employer
Identification No.)

**775 Heinz Avenue
Berkeley, CA 94710**
(Address of principal executive offices) (Zip code)

Rigetti Computing, Inc. 2022 Equity Incentive Plan
(Full titles of the plan)

**Rick Danis
General Counsel
Rigetti Computing, Inc.
775 Heinz Avenue
Berkeley, CA 94710
(510) 210-5550**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**John-Paul Motley
Sarah Sellers
Logan Tiari
Cooley LLP
55 Hudson Yards
New York, NY 10001
(212) 479-6000**

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Rigetti Computing, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 9,119,816 additional shares of its common stock, \$0.0001 par value per share (“Common Stock”), under the Registrant’s 2022 Equity Incentive Plan (the “Plan”), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the Plan on January 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Common Stock for issuance under the Plan on Registration Statements on Form S-8 filed with the Commission on June 10, 2022, as amended on June 15, 2022, and August 19, 2022 (File No. 333-265516) and on April 5, 2023 (File No. 333-271140) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements except as set forth below.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K (File No. 001-40140) for the fiscal year ended December 31, 2023, filed with the Commission on [March 14, 2024](#);
- (b) the Registrant's Current Reports on Form 8-K (File No. 001-40140), filed with the Commission on [February 5, 2024](#), [February 15, 2024](#), [February 23, 2024](#) and [March 15, 2024](#); and
- (c) the description of the Registrant's securities contained in a Registration Statement on Form 8-A filed on March 1, 2022, as updated by [Exhibit 4.4](#) to our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on [March 27, 2023](#), together with any amendment or report filed with the SEC for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 subsequently filed document that also 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.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Certificate of Incorporation of Rigetti Computing, Inc.	8-K	001-40140	3.1	March 7, 2022
4.2	Amended and Restated Bylaws of Rigetti Computing, Inc.	8-K	001-40140	3.1	November 14, 2022
4.3	Specimen Common Stock Certificate.	8-K	001-40140	4.1	March 7, 2022
4.4	Specimen Warrant Certificate.	8-K	001-40140	4.2	March 7, 2022
4.5	Warrant Agreement between American Stock Transfer & Trust Company, LLC and Supernova Partners Acquisition Company II, Ltd., dated March 1, 2021.	8-K	001-40140	4.1	March 4, 2021
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
23.2*	Consent of BDO USA LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on signature page).				
99.1	Rigetti Computing, Inc. 2022 Equity Incentive Plan.	8-K	001-40140	10.16	March 7, 2022
99.2	Form of Stock Option Grant Package under Rigetti Computing, Inc. 2022 Equity Incentive Plan.	8-K	001-40140	10.17	March 7, 2022
99.3	Form of RSU Grant Package under Rigetti Computing, Inc. 2022 Equity Incentive Plan	S-8	333-265516	99.3	June 10, 2022
99.4	Form of Stock Award Grant Package under Rigetti Computing, Inc. 2022 Equity Incentive Plan.	8-K	001-40140	10.19	March 7, 2022
107*	Filing Fee Table.				

* Filed herewith

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 the City of Berkeley, State of California, on April 2, 2024.

RIGETTI COMPUTING, INC.

By: /s/ Dr. Subodh Kulkarni

Dr. Subodh Kulkarni
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Subodh Kulkarni, Jeffrey Bertelsen and Rick Danis, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Subodh Kulkarni</u> Dr. Subodh Kulkarni	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 2, 2024
<u>/s/ Jeffrey Bertelsen</u> Jeffrey Bertelsen	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 2, 2024
<u>/s/ Thomas J. Iannotti</u> Thomas J. Iannotti	Chair of the Board of Directors	April 2, 2024
<u>/s/ Michael Clifton</u> Michael Clifton	Director	April 2, 2024
<u>/s/ David Cowan</u> David Cowan	Director	April 2, 2024
<u>/s/ Alissa Fitzgerald</u> Alissa Fitzgerald	Director	April 2, 2024
<u>/s/ Ray Johnson</u> Ray Johnson	Director	April 2, 2024
<u>/s/ Cathy McCarthy</u> Cathy McCarthy	Director	April 2, 2024
<u>/s/ H. Gail Sandford</u> H. Gail Sandford	Director	April 2, 2024



Sarah K. Sellers
+1 212 479 6370
SSellers@cooley.com

April 2, 2024

Rigetti Computing, Inc.
775 Heinz Avenue
Berkeley, CA, 94710

Re: Rigetti Computing, Inc. – Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Rigetti Computing, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”), covering the offering of up to 9,119,816 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”), issuable pursuant to the Company’s 2022 Equity Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) such other records, documents, opinions, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

We note that the Company was initially incorporated under the laws of the Cayman Islands and was domesticated (the “**Domestication**”) as a corporation in the State of Delaware in accordance with Section 388 of the General Corporation Law of the State of Delaware (the “**DGCL**”). We have assumed all matters determinable under the laws of the Cayman Islands, including without limitation that the approval of the Plan by the board and shareholders of the Company as a Cayman Islands exempted company prior to the Domestication was done in accordance with the applicable governing documents of the Company and the laws of the Cayman Islands.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 55 HUDSON YARDS NEW YORK, NY 10001
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM



Rigetti Computing, Inc.

April 2, 2024

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This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Sarah K. Sellers

Sarah K. Sellers

COOLEY LLP 55 HUDSON YARDS NEW YORK, NY 10001

T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM

Consent of Independent Registered Public Accounting Firm

Rigetti Computing, Inc.
Berkeley, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 14, 2024, relating to the consolidated financial statements of Rigetti Computing, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.
Spokane, Washington

April 2, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Rigetti Computing, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Rigetti Computing, Inc. 2022 Equity Incentive Plan Common Stock, \$0.0001 par value per share	Other(2)	9,119,816(3)	\$1.51(2)	\$13,770,922.16	\$0.0001476	\$2,032.59
Total Offering Amounts							\$2,032.59
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$2,032.59

- (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, \$0.0001 par value per share (“*Common Stock*”), of Rigetti Computing, Inc. (the “*Registrant*”) which become issuable under the Rigetti Computing, Inc. 2022 Equity Incentive Plan (the “*Plan*”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act based on the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Stock Market LLC (“*Nasdaq*”) on March 27, 2024, which date is within five business days prior to the filing of this Registration Statement.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Plan on January 1, 2024, pursuant to an “evergreen” provision contained in the Plan. Pursuant to such “evergreen” provision contained in the Plan, on January 1 of each year from 2023 until (and including) 2032, the number of shares authorized for issuance under the Plan is automatically increased by a number equal to the amount equal to the least of (1) 5% of the total number of shares of Common Stock outstanding on a fully diluted basis on December 31st of the preceding calendar year or (2) a number of shares determined by the Registrant’s Board of Directors.