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

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**FORM S-1  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**TENAYA THERAPEUTICS, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**82-3789973**  
(I.R.S. Employer  
Identification Number)

**171 Oyster Point Boulevard, 5th Floor  
South San Francisco, CA 94080  
(650) 825-6990**  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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**Faraz Ali, M.B.A.**  
**Chief Executive Officer**  
**Tenaya Therapeutics, Inc.**  
**171 Oyster Point Boulevard, 5th Floor**  
**South San Francisco, CA 94080**  
**(650) 825-6990**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Kenneth A. Clark  
Jennifer Knapp  
Jennifer Fang  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300**

**Alan F. Denenberg  
Stephen Salmon  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, CA 94025  
(650) 752-2000**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-257820

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class 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(2)
Common stock, \$0.0001 par value per share	2,300,000	\$15.00	\$34,500,000	\$3,764

- (1) Represents only the additional number of shares being registered and includes 300,000 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-257820).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$184,000,000 on a registration statement on Form S-1 (File No. 333-257820), which was declared effective by the Securities and Exchange Commission on July 29, 2021. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$34,500,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Tenaya Therapeutics, Inc., a Delaware corporation (Company), is filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the initial public offering of securities contemplated by the registration statement on [Form S-1](#) (File No. 333-257820) originally filed on July 9, 2021, as amended (Prior Registration Statement), and which the Securities and Exchange Commission declared effective on July 29, 2021.

The Company is filing this registration statement for the sole purpose of increasing by 2,300,000 shares the number of shares of its common stock, par value \$0.0001 per share, to be registered for sale, 300,000 of which may be sold by the Company upon exercise of the underwriters' option to purchase additional shares solely to cover over allotments, if any. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and are filed herewith.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (included in Exhibit 5.1).</a>
24.1	Power of Attorney (see page II-6 of the Registration Statement on <a href="#">Form S-1</a> (File No. 333-257820) filed on July 9, 2021).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, California, on July 29, 2021.

**TENAYA THERAPEUTICS, INC.**

By: /s/ Faraz Ali, M.B.A.

Faraz Ali, M.B.A.

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Faraz Ali, M.B.A.</u> Faraz Ali, M.B.A.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 29, 2021
<u>/s/ Leone D. Patterson, M.B.A.</u> Leone D. Patterson, M.B.A.	Chief Financial and Business Officer <i>(Principal Financial and Accounting Officer)</i>	July 29, 2021
<u>*</u> Eli Casdin, M.B.A.	Director	July 29, 2021
<u>*</u> Jin-Long Chen, Ph.D.	Director	July 29, 2021
<u>*</u> David V. Goeddel, Ph.D.	Director	July 29, 2021
<u>*</u> JeenJoo (JJ) Kang, Ph.D.	Director	July 29, 2021
<u>*</u> Deepak Srivastava, M.D.	Director	July 29, 2021
<u>*</u> Catherine Stehman-Breen, M.D.	Director	July 29, 2021
<u>*</u> Jeffrey T. Walsh, M.B.A.	Director	July 29, 2021
<u>*</u> R. Sanders (Sandy) Williams, M.D.	Director	July 29, 2021

\* By: /s/ Faraz Ali, M.B.A.

Faraz Ali, M.B.A.

Attorney-in-fact



Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, California 94304-1050  
O: 650.493.9300  
F: 650.493.6811

July 29, 2021

Tenaya Therapeutics, Inc.  
171 Oyster Point Boulevard, 5th Floor  
South San Francisco, CA 94080

**Re: Registration Statement on Form S-1**

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the “**Registration Statement**”), filed by Tenaya Therapeutics, Inc. (the “**Company**”) with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of up to 2,300,000 shares (including up to 300,000 shares issuable upon exercise of an option granted to the underwriters by the Company) of the Company’s common stock, \$0.0001 par value per share (the “**Shares**”), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1, as amended (Registration No. 333-257820) (the “**Prior Registration Statement**”), which was declared effective on July 29, 2021, including the prospectus which forms part of the Prior Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the “**Underwriting Agreement**”).

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion that upon the effectiveness of the Company’s Amended and Restated Certificate of Incorporation, a form of which has been filed as Exhibit 3.2 to the Prior Registration Statement, the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

\* \* \*

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO  
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Tenaya Therapeutics, Inc.

July 29, 2021

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We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption “Legal Matters” in the prospectus forming part of the Prior Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI,  
Professional Corporation

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated May 7, 2021 (July 26, 2021, as to the effects of the reverse stock split described in Note 13), relating to the financial statements of Tenaya Therapeutics, Inc. included in the Registration Statement No. 333-257820 on Form S-1 of Tenaya Therapeutics, Inc. We also consent to the reference to us under the heading “Experts” in Registration Statement No. 333-257820.

/s/ Deloitte & Touche LLP  
July 29, 2021