
**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
Rigetti Computing, Inc. 2022 Employee Stock Purchase Plan
(Full titles of the plans)

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:

Rupa Briggs
Sarah Sellers
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 (i) 8,133,098 additional shares of its common stock, \$0.0001 par value per share (“Common Stock”), under the Registrant’s 2022 Equity Incentive Plan (the “2022 Plan”), pursuant to the provisions of the 2022 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2022 Plan on January 1, 2023, and (ii) 1,626,619 additional shares of its Common Stock under the Registrant’s 2022 Employee Stock Purchase Plan (the “2022 ESPP” and, together with the 2022 Plan, the “Plans”), pursuant to the provisions of the 2022 ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2022 ESPP on January 1, 2023. 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 Plans on a Registration Statement 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) (the “Prior Registration Statement”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement 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 contents of the Registrant's Registration Statement 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);

(b) the Registrant's Annual Report on [Form 10-K](#) (File No. 001-40140) for the fiscal year ended December 31, 2022, filed with the Commission on March 27, 2023;

(c) the Registrant's Current Reports on Form 8-K (File No. 001-40140), filed with the Commission on [January 27, 2023](#), [February 10, 2023](#) (except with respect to Item 7.01 and Exhibits 99.1 and 99.2) and [February 16, 2023](#); and

(d) the description of the Registrant's Common Stock which is contained in the Registrant's Registration Statement on [Form 8-A](#) filed on March 1, 2022 (File No. 001-40140) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed 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

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
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
99.5	Rigetti Computing, Inc. 2022 Employee Stock Purchase Plan.	8-K	001-40140	10.20	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 this 5th day of April, 2023.

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 5, 2023
<u>/s/ Jeffrey Bertelsen</u> Jeffrey Bertelsen	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 5, 2023
<u>/s/ Michael Clifton</u> Michael Clifton	Director	April 5, 2023
<u>/s/ David Cowan</u> David Cowan	Director	April 5, 2023
<u>/s/ Alissa Fitzgerald</u> Alissa Fitzgerald	Director	April 5, 2023
<u>/s/ Ray Johnson</u> Ray Johnson	Director	April 5, 2023
<u>/s/ Cathy McCarthy</u> Cathy McCarthy	Director	April 5, 2023
<u>/s/ H. Gail Sandford</u> H. Gail Sandford	Director	April 5, 2023



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

April 5, 2023

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 9,759,717 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”) consisting of (a) 8,133,098 shares of Common Stock issuable pursuant to the Company’s 2022 Equity Incentive Plan (the “**2022 EIP**”) and (b) 1,626,619 shares of Common Stock issuable pursuant to the Company’s 2022 Employee Stock Purchase Plan (together with the 2022 EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, opinions, 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 thereof, 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 due 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 Plans 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 Plans, 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 5, 2023
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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 27, 2023, relating to the consolidated financial statements of Rigetti Computing, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ BDO USA, LLP

Spokane, Washington

April 5, 2023

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)	8,133,098(4)	\$0.572(2)	\$4,652,132.06	\$0.0001102	\$512.67
Equity	Rigetti Computing, Inc. 2022 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	Other(3)	1,626,619(5)	\$0.487(3)	\$792,163.46	\$0.0001102	\$87.30
Total Offering Amounts							\$599.97
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$599.97

- (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 “**2022 Plan**”) and the Rigetti Computing, Inc. 2022 Employee Stock Purchase Plan (the “**2022 ESPP**”) 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 30, 2023, which date is within five business days prior to the filing of this Registration Statement.
- (3) 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 Nasdaq on March 30, 2023, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2022 ESPP.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2022 Plan on January 1, 2023, pursuant to an “evergreen” provision contained in the 2022 Plan. Pursuant to such “evergreen” provision contained in the 2022 Plan, on January 1 of each year from 2023 until (and including) 2032, the number of shares authorized for issuance under the 2022 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.
- (5) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2022 ESPP on January 1, 2023, pursuant to an “evergreen” provision contained in the 2022 ESPP. Pursuant to the “evergreen” provision contained in the 2022 ESPP, on January 1 of each year from 2023 until (and including) 2032, the number of shares authorized for issuance under the 2022 ESPP is automatically increased by a number equal to the amount equal to the least of (1) 1% of the total number of shares of Common Stock outstanding on a fully diluted basis on December 31st of the preceding calendar year, (2) 3,055,370 shares of Common Stock or (3) a number of shares determined by the Registrant’s Board of Directors.