

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

**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-1968197**  
(I.R.S. Employer  
Identification No.)

131 Hartwell Avenue, Suite 320  
Lexington, MA 02421  
(781) 761-4904  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2013 Equity Incentive Plan  
2016 Employee Stock Purchase Plan  
(Full title of plan)

**Todd C. Brady, M.D., Ph.D., President and Chief Executive Officer**  
131 Hartwell Avenue, Suite 320  
Lexington, MA 02421  
(781) 761-4904  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

**Jay K. Hachigian  
Keith J. Scherer**  
**Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP**  
One Marina Park Drive, Suite 900  
Boston, MA 02210  
Telephone: (617) 648-9100  
Telecopy: (617) 648-9199

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 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.

**CALCULATION OF REGISTRATION FEE**

Title 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
Stock Options and Common Stock, \$0.001 par value per share, in each case, reserved for issuance pursuant to the 2013 Equity Incentive Plan	2,329,221 shares	\$11.00 (2)	\$25,621,431.00 (2)	\$2,795.30

Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2016 Employee Stock Purchase Plan	388,203 shares	\$9.35 (3)	\$3,629,698.05 (3)	\$396.01
<b>TOTAL</b>	2,717,424 shares		\$29,251,129.05	\$3,191.31

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of Aldeyra Therapeutics, Inc.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended (the "Securities Act"). The offering price per share and aggregate offering price for the unissued stock options and shares of Common Stock issuable under the Company's 2013 Equity Incentive Plan (the "Equity Incentive Plan") are based upon the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Capital Market on March 8, 2021.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act. The offering price per share and aggregate offering price for the shares of Common Stock issuable under the Company's 2016 Employee Stock Purchase Plan (the "Purchase Plan") are based upon the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Capital Market on March 8, 2021, multiplied by 85%.

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**PART I**

**EXPLANATORY NOTE**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

This Registration Statement on Form S-8 registers additional shares of Common Stock to be issued pursuant to the Equity Incentive Plan and the Purchase Plan. The information contained in the Registrant's registration statements on Form S-8 (SEC File Nos. 333-230161, 333-224019, 333-217043, 333-213045, 333-210492, 333-203076, 333-196674 and 333-237129), together with all exhibits filed therewith or incorporated therein by reference, are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit  
Number

Exhibit

- |      |   |
|------|---|
| 5.1  | <a href="#">Opinion and consent of Gunderson Dettmer Stough Villeneuve Franklin &amp; Hachigian, LLP.</a>                 |
| 23.1 | <a href="#">Consent of BDO USA, LLP, Independent Registered Public Accounting Firm</a>                                    |
| 23.2 | <a href="#">Consent of Gunderson Dettmer Stough Villeneuve Franklin &amp; Hachigian, LLP is contained in Exhibit 5.1.</a> |
| 24.1 | <a href="#">Power of Attorney. Reference is made to page II-3 of this Registration Statement.</a>                         |

**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 Lexington, Commonwealth of Massachusetts, on this 11<sup>th</sup> day of March, 2021.

**ALDEYRA THERAPEUTICS, INC.**

/s/ Todd C. Brady, M.D., Ph.D.

**Todd C. Brady, M.D., Ph.D.**

**President and Chief Executive Officer**

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned officers and directors of Aldeyra Therapeutics, Inc., a Delaware corporation, do hereby constitute and appoint Todd C. Brady, M.D., Ph.D. and Joshua Reed, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall 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 on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Todd C. Brady, M.D., Ph.D.</u> Todd C. Brady, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2021
<u>/s/ Joshua Reed</u> Joshua Reed	Chief Financial Officer (Principal Financial (and Accounting Officer)	March 11, 2021
<u>/s/ Richard H. Douglas, Ph.D.</u> Richard H. Douglas, Ph.D.	Chairman of the Board of Directors	March 11, 2021
<u>/s/ Ben Bronstein, M.D.</u> Ben Bronstein, M.D.	Director	March 11, 2021
<u>/s/ Martin J. Joyce</u> Martin J. Joyce	Director	March 11, 2021
<u>/s/ Nancy Miller Rich</u> Nancy Miller Rich	Director	March 11, 2021
<u>/s/ Gary Phillips, M.D.</u> Gary Phillips, M.D.	Director	March 11, 2021
<u>/s/ Neal Walker, D.O.</u> Neal Walker, D.O.	Director	March 11, 2021

March 11, 2021

Aldeyra Therapeutics, Inc.  
131 Hartwell Avenue, Suite 320  
Lexington, MA 02421

Re: Aldeyra Therapeutics, Inc. (the "Company") Registration  
Statement on Form S-8 for 2,717,424 Shares of Common Stock

Ladies and Gentlemen:

We refer to your registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act") in connection with the registration of (i) 2,329,221 shares of Common Stock (the "Equity Incentive Plan Shares") of Aldeyra Therapeutics, Inc. (the "Company") issuable in the aggregate under the Company's 2013 Equity Incentive Plan, as amended (the "Equity Incentive Plan") and (ii) 388,203 shares of Common Stock (the "ESPP Shares" and, together with the Equity Incentive Plan Shares, the "Shares") of the Company issuable in the aggregate under the Company's 2016 Employee Stock Purchase Plan (the "ESPP" and, together with the Equity Incentive Plan, the "Plans").

As your counsel, we have examined such matters of fact and questions of law as we have deemed necessary in order to render the opinion set forth herein. In connection with our opinion expressed below, we have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible. We express no opinion as to matters governed by any laws other than the laws of the Delaware General Corporation Law and the federal laws of the United States.

Based upon and subject to the foregoing, we advise you that, in our opinion, when the Shares have been issued and sold pursuant to the applicable provisions of the Plans, and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and nonassessable shares of the Company's Common Stock.

We hereby 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 Act.

Very truly yours,

/s/ Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP  
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

Consent of Independent Registered Public Accounting Firm

Aldeyra Therapeutics, Inc.  
Lexington, Massachusetts

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated March 11, 2021, relating to the financial statements of Aldeyra Therapeutics, Inc., appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ BDO USA, LLP  
Boston, Massachusetts

March 11, 2021