

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

**FORM S-8
REGISTRATION STATEMENT
under the
SECURITIES ACT OF 1933**

DERMTECH, INC.

(Exact Name of Registrant as Specified in Its Charter)

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

84-2870849
*(I.R.S. Employer
Identification No.)*

**11099 N. Torrey Pines Road, Suite 100
La Jolla, CA 92037**
(Address, Including Zip Code, of Principal Executive Offices)

**DermTech, Inc. 2020 Equity Incentive Plan
DermTech, Inc. 2020 Employee Stock Purchase Plan**
(Full Title of the Plan)

**Kevin Sun
Chief Financial Officer
DermTech, Inc.**

**11099 N. Torrey Pines Road, Suite 100
La Jolla, CA 92037
(858) 450-4222**
*(Name, Address and Telephone Number, Including
Area Code, of Agent For Service)*

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 definition 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. ☐

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Stock, \$0.0001 par value | 725,914 shares | (2) | \$32,908,794 (2) | \$3,590.35 |
| | 207,404 shares | | | |
| | 933,318 shares (1) | | | |

- (1) The number of shares of common stock, par value \$0.0001 per share, or Common Stock, stated above consists of additional shares of Common Stock available for issuance under the DermTech, Inc. 2020 Equity Incentive Plan, or the Award Plan, and under the DermTech, Inc. 2020 Employee Stock Purchase Plan, or the Purchase Plan, by operation of Award Plan’s and the Purchase Plan’s respective “evergreen” provisions. We refer to the Award Plan and the Purchase Plan together as the Plans. The shares of Common Stock registered hereunder consist of (i) 725,914 shares reserved for issuance pursuant to the Award Plan and (ii) 207,404 shares reserved for issuance pursuant to the Purchase Plan. The maximum number of shares which may be sold pursuant to the Plans is subject to adjustment in accordance with certain anti-dilution and other provisions of the Plans. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

(2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act as follows: the fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on the Nasdaq Capital Market as of a date (May 19, 2021) within five business days prior to filing this Registration Statement. The chart below details the calculations of the registration fee:

| Securities | Number of Shares | Offering Price Per Share | | Aggregate Offering Price |
|--|---------------------|-----------------------------|-----|-----------------------------|
| Shares reserved for future grant under the Award Plan | 725,914 | \$35.26 | (2) | \$ 25,595,728 |
| Shares reserved for future grant under the Purchase Plan | 207,404 | \$35.26 | (2) | \$ 7,313,066 |
| Proposed Maximum Aggregate Offering Price | | | | \$ 32,908,794 |
| Registration Fee | | | | \$ 3,590.35 |

EXPLANATORY NOTE

This Registration Statement registers an aggregate of 725,914 additional shares of Common Stock reserved under the Awards Plan and an aggregate of 207,404 additional shares of Common Stock reserved under the Purchase Plan, representing increases in the respective numbers of shares reserved under the Plans effective January 1, 2021 by operation of the Plans' respective "evergreen" provisions. This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant relating to an employee benefit plan is effective (File No. 333-239232). The information contained in the Registrant's registration statement on Form S-8 (File No. 333-239232) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as a part of or incorporated by reference into this Registration Statement:

| Exhibit Number | Exhibit Description | Filed Herewith | Incorporated by Reference herein from Form or Schedule | Filing Date | SEC File/ Reg. Number |
|-----------------------|--|-----------------------|---|--------------------|------------------------------|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant, as amended | | 10-Q | 11/10/2020 | 001-38118 |
| 4.3 | Bylaws of the Registrant | | 10-K | 3/11/2020 | 001-38118 |
| 5.1 | Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to the legality of the securities being registered | X | | | |
| 23.1 | Consent of KPMG LLP | X | | | |
| 23.2 | Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1) | X | | | |
| 24.1 | Powers of Attorney (included on signature page to this Registration Statement) | X | | | |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 San Diego, California on May 25, 2021.

DERMTECH, INC.

By: /s/ Kevin Sun
Name: Kevin Sun
Title: Chief Financial Officer

Each person whose signature appears below constitutes and appoints John Dobak, M.D. and Kevin Sun, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of DermTech, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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> |
|--|---|--------------|
| <hr/> <div>/s/ John Dobak, M.D.</div> <hr/> John Dobak, M.D. | Chief Executive Officer and Director (Principal Executive Officer) | May 25, 2021 |
| <hr/> <div>/s/ Kevin Sun</div> <hr/> Kevin Sun | Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | May 25, 2021 |
| <hr/> <div>/s/ Matthew Posard</div> <hr/> Matthew Posard | Director | May 25, 2021 |
| <hr/> <div>/s/ Cynthia Collins</div> <hr/> Cynthia Collins | Director | May 25, 2021 |
| <hr/> <div>/s/ Enrico Picozza</div> <hr/> Enrico Picozza | Director | May 25, 2021 |
| <hr/> <div>/s/ Herm Rosenman</div> <hr/> Herm Rosenman | Director | May 25, 2021 |
| <hr/> <div>/s/ Gary Jacobs</div> <hr/> Gary Jacobs | Director | May 25, 2021 |
| <hr/> <div>/s/ Scott Pancoast</div> <hr/> Scott Pancoast | Director | May 25, 2021 |



3580 Carmel Mountain Road
Suite 300
San Diego, CA 92130
858 314 1500
Mintz.com

May 25, 2021

DermTech, Inc.
11099 N. Torrey Pines Road, Suite 100
La Jolla, CA 92037

Ladies and Gentlemen:

We have acted as legal counsel to DermTech, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 933,318 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share, in accordance with the terms of the DermTech, Inc. 2020 Equity Incentive Plan and the DermTech, Inc. 2020 Employee Stock Purchase Plan (together, the "Plans"). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission.

In connection with this opinion, we have examined the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plans.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

May 25, 2021



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any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within 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/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
DermTech, Inc.:

We consent to the use of our report dated March 5, 2021, with respect to the consolidated financial statements of DermTech, Inc., incorporated herein by reference.

/s/ KPMG LLP

San Diego, California
May 25, 2021