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

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

Everspin Technologies, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

26-2640654
(I.R.S. Employer
Identification No.)

5670 W. Chandler Blvd., Suite 100
Chandler, Arizona 85226
(Address of principal executive offices)

(480) 347-1111
(Registrant's telephone number, including area code)

1347 N. Alma School Road, Suite 220
Chandler, Arizona 85226
(Former address)

Everspin Technologies, Inc. 2016 Equity Incentive Plan
Everspin Technologies, Inc. 2016 Employee Stock Purchase Plan
(Full title of the plan)

Kevin Conley
President and Chief Executive Officer
Everspin Technologies, Inc.
5670 W. Chandler Blvd., Suite 100
Chandler, Arizona 85224
(480) 347-1111

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Matthew B. Hemington
Brett D. White
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

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,” “non-accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) 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 (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.0001 per share	—			
2016 Equity Incentive Plan	1,084,516 (3)	\$8.565 – \$9.12	\$9,395,015.52	\$1,169.68
2016 Employee Stock Purchase Plan	128,172 (4)	\$8.565	\$1,097,793.18	\$136.68
	1,212,688		\$10,492,808.70	\$1,306.36

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Estimated in accordance with: (a) Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price for outstanding options granted pursuant to the Registrant’s 2016 Equity Incentive Plan as of the date of this Registration Statement; (b) Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$8.565 per share, the average of the high and low prices of the Registrant’s common stock on May 17, 2018, as reported on the Nasdaq Global Market, for (i) shares not subject to equity awards outstanding pursuant to the Registrant’s 2016 Equity Incentive Plan as of the date of this Registration Statement, and (ii) shares issuable pursuant to the Registrant’s 2016 Employee Stock Purchase Plan. The chart below details the calculations of the registration fee for shares issuable pursuant to the Registrant’s 2016 Equity Incentive Plan:

Securities	Number of Shares of Common Stock	Offering Price Per Share	Aggregate Offering Price/Registration Fee
Shares issuable upon the exercise of outstanding options granted under the 2016 Equity Incentive Plan	191,236	\$9.12	\$1,744,072.32
Shares reserved for future grant under the 2016 Equity Incentive Plan	893,280	\$8.565	\$7,650,943.20
Proposed Maximum Aggregate Offering Price:			\$9,395,015.52
Registration Fee:			\$1,169.68

- (3) Represents (a) shares of common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2016 Equity Incentive Plan, as amended (the “2016 Plan”), on January 1, 2018, pursuant to an “evergreen” provision contained in the 2016 Plan, and (b) 700,000 shares of common stock that were added to the shares authorized for issuance under the 2016 Plan on May 21, 2018. Pursuant to the evergreen provision, the number of shares reserved for issuance under the 2016 Plan automatically increases on January 1 of each year, starting on January 1, 2017, and continuing through January 1, 2027, by 3% of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, or a lesser number of shares determined by the Registrant’s board of directors or compensation committee.

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- (4) Represents shares of common stock that were automatically added to the shares authorized for issuance under the Registrant's 2016 Employee Stock Purchase Plan (the "2016 ESPP") on January 1, 2018, pursuant to an "evergreen" provision contained in the 2016 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2016 ESPP automatically increases on January 1st of each year, starting on January 1, 2017, and continuing through January 1, 2027, by 1% of the total number of shares of the Registrant's capital stock outstanding on December 31st of the preceding calendar year, or a lesser number of shares determined by the Registrant's board of directors or compensation committee.
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EXPLANATORY NOTE

Everspin Technologies, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering (a) an additional 1,084,516 shares of Common Stock issuable to eligible persons under the Registrant’s 2016 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on October 7, 2016 (File No. 333-214018) and August 14, 2017 (File No. 333-219938) (the “Prior Registration Statements”), and (b) an additional 128,172 shares of Common Stock issuable to eligible persons under the Registrant’s 2016 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock registered on the Prior Registration Statements. The contents of the Prior Registration Statements are incorporated by reference in this registration statement.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Everspin Technologies, Inc. (the “Registrant”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The contents of the earlier registration statements on Form S-8 relating to the 2016 Plan and 2016 ESPP, previously filed with the SEC on October 7, 2016 (File No. 333-214018) and August 14, 2017 (File No. 333-219938).

(b) The Registrant’s Annual Report on Form 10-K (the “Form 10-K”) for the year ended December 31, 2017, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the SEC on March 15, 2018.

(c) The information in the Registrant’s Proxy Statement on Schedule 14A specifically incorporated by reference in the Form 10-K, filed with the SEC on April 9, 2018.

(d) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 9, 2018.

(e) The Registrant’s Current Reports on Form 8-K filed with the SEC on February 9, 2018 (other than the information in Item 2.02), and May 22, 2018.

(f) The description of the Registrant’s common stock which is contained in the registration statement on Form 8-A filed on September 28, 2016, (File No. 0001-37900) under the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

(g) 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
		Form	File Number	Exhibit	
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	8-K	001-37900	3.1	October 13, 2016
4.2	Bylaws of the Registrant, as currently in effect.	S-1	333-213569	3.6	September 9, 2016
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of Ernst & Young LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Everspin Technologies, Inc. 2016 Equity Incentive Plan	8-K	001-37900	10.1	May 22, 2018
99.2	Everspin Technologies, Inc. 2016 Equity Incentive Plan Form of Stock Option Grant Notice, Option Agreement and Form of Notice of Exercise.	S-1/A	333-213569	10.3	September 26, 2016
99.3	Form of Restricted Stock Unit Award Agreement under the 2016 Equity Incentive Plan	10-Q	001-37900	10.3	November 13, 2017
99.4	Everspin Technologies, Inc. 2016 Employee Stock Purchase Plan.	S-1/A	333-213569	10.4	September 26, 2016
*	Filed herewith				

SIGNATURES

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 Chandler, Arizona, on May 22, 2018.

EVERSPIN TECHNOLOGIES, INC.

By: /s/ Kevin Conley

Kevin Conley
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose individual signature appears below hereby authorizes and appoints Kevin Conley and Jeffrey Winzeler, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his 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 sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with 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 and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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/ Kevin Conley</u> Kevin Conley	President and Chief Executive Officer (Principal Executive Officer) and Director	May 22, 2018
<u>/s/ Jeffrey Winzeler</u> Jeffrey Winzeler	Chief Financial Officer (Principal Financial and Accounting Officer)	May 22, 2018
<u>/s/ Lawrence G. Finch</u> Lawrence G. Finch	Director	May 22, 2018
<u>/s/ Ronald C. Foster</u> Ronald C. Foster	Director	May 22, 2018
<u>/s/ Stephen J. Socolof</u> Stephen J. Socolof	Director	May 22, 2018
<u>/s/ Peter Hébert</u> Peter Hébert	Director	May 22, 2018
<u>/s/ Geoffrey R Tate</u> Geoffrey R. Tate	Director	May 22, 2018
<u>/s/ Mike Gustafson</u> Mike Gustafson	Director	May 22, 2018

Matthew B. Hemington
+1 650 843 5062
hemingtonmb@cooley.com

May 22, 2018

Everspin Technologies, Inc.
5670 W. Chandler Blvd. Suite 100
Chandler, AZ 85224

Ladies and Gentlemen:

We have acted as counsel to Everspin Technologies, Inc., a Delaware corporation (the “**Company**”), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of up to an aggregate of 1,212,688 shares of the Company’s Common Stock, par value \$0.0001 per share, including (a) 384,516 shares of Common Stock (the “**Evergreen Shares**”) issuable pursuant to the Company’s 2016 Equity Incentive Plan (the “**2016 Plan**”), (b) 700,000 shares of common stock that were added to the shares authorized for issuance under the 2016 Plan on May 21, 2018 (together with the Evergreen Shares, the “**2016 Shares**”) and (c) 128,172 shares of Common Stock (together with the 2016 Shares, the “**Shares**”) pursuant to the Company’s 2016 Employee Stock Purchase Plan (together with the 2016 Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related Prospectuses, (b) the Plans, (c) the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect as of the date hereof and (d) such other documents, records, certificates, memoranda and other instruments as we deem are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

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 related Prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

Everspin Technologies, Inc.

May 22, 2018

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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Matthew B. Hemington
Matthew B. Hemington

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Incentive Plan and the 2016 Employee Stock Purchase Plan of Everspin Technologies, Inc. of our report dated March 15, 2018, with respect to the financial statements of Everspin Technologies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Phoenix, Arizona
May 22, 2018