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

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

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**Atea Pharmaceuticals, Inc.**  
(Exact name of Registrant as specified in its charter)

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

**46-0574869**  
(I.R.S. Employer  
Identification No.)

**225 Franklin Street, Suite 2100**  
**Boston, MA 02110**  
**Telephone: (857) 284-8891**  
(Address of principal executive offices) (Zip code)

**Atea Pharmaceuticals, Inc. 2020 Incentive Award Plan**  
**Atea Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan**  
(Full title of the plan)

**Jean-Pierre Sommadossi, Ph.D.**  
**President and Chief Executive Officer**  
**Atea Pharmaceuticals, Inc.**  
**225 Franklin Street, Suite 2100**  
**Boston, MA 02110**  
**Telephone: (857) 284-8891**  
(Name and address of agent for service)  
(Telephone number, including area code, of agent for service)

*With copies to:*

**Peter Handrinos**  
**Jenna Cooper**  
**Latham & Watkins LLP**  
**200 Clarendon Street**  
**Boston, MA 02116**  
**(617) 948-6000**

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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 comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 20,000,000 shares of the common stock of Atea Pharmaceuticals, Inc. (the “Registrant”), inclusive of 18,000,000 shares of common stock to be issued pursuant to the Atea Pharmaceuticals, Inc. 2020 Incentive Award Plan (“2020 Plan”) and 2,000,000 shares of common stock to be issued pursuant to the Atea Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan (“2020 ESPP”), and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registration Statement on Form S-8 (File No. [333-249780](#)), filed with the Securities and Exchange Commission, relating to the 2020 Plan, the 2020 ESPP and the Atea Pharmaceuticals, Inc. 2013 Stock Incentive Plan, as amended, is incorporated herein by reference.

Item 8.	Exhibits
Exhibit Number	Description
4.1	<a href="#">Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-39661) filed on November 5, 2020).</a>
4.2	<a href="#">Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-39661) filed on June 21, 2023).</a>
4.3	<a href="#">Specimen Stock Certificate evidencing the shares of Common Stock (incorporated by reference to Exhibit 4.2 to the Registrant’s Registration Statement on Form S-1 (Reg. No. 333-249404) filed on October 9, 2020).</a>
5.1*	<a href="#">Opinion of Latham &amp; Watkins LLP</a>
23.1*	<a href="#">Consent of KPMG LLP</a>
23.2*	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on signature page)</a>
99.1	<a href="#">Atea Pharmaceuticals, Inc. 2020 Incentive Award Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.2 to Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 (Reg. No. 333-249404) filed on October 26, 2020).</a>
99.1.1	<a href="#">Form of 2022 Performance-Based Restricted Stock Unit Award Agreement (CEO) under the 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.1.1 to the Registrant’s Annual Report on Form 10-K (File No. 001-39661) filed on February 28, 2022).</a>
99.1.2	<a href="#">Form of 2022 Performance-Based Restricted Stock Unit Award Agreement (Non-CEO Executive) under the 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.1.2 to the Registrant’s Annual Report on Form 10-K (File No. 001-39661) filed on February 28, 2022).</a>
99.1.3	<a href="#">Form of 2024 Performance-Based Restricted Stock Unit Award Agreement (CEO) under the 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.1(3) to the Registrant’s Annual Report on Form 10-K (File No. 001-39661) filed on March 6, 2025).</a>
99.1.4	<a href="#">Form of 2024 Performance-Based Restricted Stock Unit Award Agreement (Non-CEO Executive) under the 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.1(4) to the Registrant’s Annual Report on Form 10-K (File No. 001-39661) filed on March 6, 2025).</a>
99.1.5	<a href="#">Form of 2025 Performance-Based Restricted Stock Unit Award Agreement (CEO) under the 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.1(5) to the Registrant’s Annual Report on Form 10-K (File No. 001-39661) filed on March 6, 2025).</a>
99.1.6	<a href="#">Form of 2025 Performance-Based Restricted Stock Unit Award Agreement (Non-CEO Executive) under the 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.1(6) to the Registrant’s Annual Report on Form 10-K (File No. 001-39661) filed on March 6, 2025).</a>
99.2	<a href="#">Atea Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 (Reg. No. 333-249404) filed on October 26, 2020).</a>
107.1*	<a href="#">Filing Fee Table</a>

\* 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 the City of Boston, Commonwealth of Massachusetts, on August 7, 2025.

**ATEA PHARMACEUTICALS, INC.**

By: /s/ Jean-Pierre Sommadossi  
Jean-Pierre Sommadossi, Ph.D.  
*President and Chief Executive Officer*

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jean-Pierre Sommadossi, Ph.D., Andrea Corcoran and Wayne Foster, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments, including post-effective amendments to this Registration Statement, and to file the same, with exhibits and schedules 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 or desirable 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 their or his or her substitute or substitutes 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.

Signature	Title	Date
<u>/s/ Jean-Pierre Sommadossi, Ph.D.</u> Jean-Pierre Sommadossi, Ph.D.	President, Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)	August 7, 2025
<u>/s/ Andrea Corcoran</u> Andrea Corcoran	Chief Financial Officer and Executive Vice President, Legal and Secretary (principal financial officer)	August 7, 2025
<u>/s/ Wayne Foster</u> Wayne Foster	Executive Vice President and Chief Accounting Officer (principal accounting officer)	August 7, 2025
<u>/s/ Jerome Adams, M.D., M.P.H.</u> Jerome Adams, M.D., M.P.H.	Director	August 7, 2025
<u>/s/ Franklin Berger</u> Franklin Berger	Director	August 7, 2025
<u>/s/ Howard Berman, Ph.D.</u> Howard Berman, Ph.D.	Director	August 7, 2025
<u>/s/ Barbara Duncan</u> Barbara Duncan	Director	August 7, 2025
<u>/s/ Arthur S. Kirsch</u> Arthur S. Kirsch	Director	August 7, 2025
<u>/s/ Bruno Lucidi</u> Bruno Lucidi	Director	August 7, 2025
<u>/s/ Polly A. Murphy, D.V.M., Ph.D.</u> Polly A. Murphy, D.V.M., Ph.D.	Director	August 7, 2025
<u>/s/ Bruce Polsky, M.D., M.A.C.P., F.I.D.S.A.</u> Bruce Polsky, M.D., M.A.C.P., F.I.D.S.A.	Director	August 7, 2025

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**LATHAM & WATKINS** LLP

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Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

August 7, 2025

Atea Pharmaceuticals, Inc.  
 225 Franklin Street, Suite 2100  
 Boston, Massachusetts 02110

Re: Registration Statement on Form S-8; 20,000,000 shares of Common Stock, par value \$0.001 per share, of Atea Pharmaceuticals, Inc.

To the addressee set forth above:

We have acted as special counsel to Atea Pharmaceuticals, Inc., a Delaware corporation (the “*Company*”), relating to the proposed issuance of up to 20,000,000 shares of the Company’s common stock, par value \$0.001 per share (the “*Shares*”), 18,000,000 shares of which may be issued pursuant to the Company’s 2020 Incentive Award Plan (the “*2020 Plan*”) and 2,000,000 shares of which may be issued pursuant to the 2020 Employee Stock Purchase Plan (together with the 2020 Plan, the “*Plans*”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on August 7, 2025 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, as amended (the “*DCGL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration (not less than par value) in the circumstances

**LATHAM & WATKINS** LLP

contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP



KPMG LLP  
Two Financial Center  
60 South Street  
Boston, MA 02111

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 6, 2025, with respect to the consolidated financial statements of Atea Pharmaceuticals, Inc., incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts  
August 7, 2025

