

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

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

Restoration Robotics, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1681204
(I.R.S. Employer
Identification Number)

**128 Baytech Drive
San Jose, California**
(Address of Principal Executive Offices)

95134
(Zip Code)

**2017 Incentive Award Plan
2017 Employee Stock Purchase Plan**
(Full Title of the Plan)

**Ryan Rhodes
President and Chief Executive Officer
Restoration Robotics, Inc.
128 Baytech Drive
San Jose, California 95134
(408) 883-6888**

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

Copies to:

**Brian J. Cuneo, Esq.
B. Shayne Kennedy, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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 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.

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
Common Stock, \$0.0001 par value per share value	1,157,611 (3)	\$5.52	\$6,390,012.72	\$795.56
Common Stock, \$0.0001 par value per share	289,402 (4)	\$5.52	\$1,597,499.04	\$198.89
Total:	1,447,013		\$7,987,511.76	\$994.45

- (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 the Registrant’s common stock that become issuable under the 2017 Incentive Award Plan (the “2017 Plan”) and the 2017 Employee Stock Purchase Plan (the “ESPP”), by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of the Registrant’s common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future issuance under the 2017 Plan and the ESPP are based on the average of the high and the low price of the Registrant’s common stock as reported on The Nasdaq Global Market on February 28, 2018.
- (3) Represents the additional shares of common stock available for future issuance under the Registrant’s 2017 Plan resulting from an annual increase as of January 1, 2018.
- (4) Represents the additional shares of common stock available for future issuance under the Registrant’s ESPP resulting from an annual increase as of January 1, 2018.

Proposed sale to take place as soon after the effective date of the registration statement as awards under the plans are exercised and/or vest.

REGISTRATION OF ADDITIONAL SECURITIES

Restoration Robotics, Inc. (the "Company") filed with the Securities and Exchange Commission Registration Statement on Form S-8 (File No. 333-220993) on October 17, 2017 relating to shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), to be offered and sold under the 2017 Plan and the ESPP and the contents of the Registration Statement on Form S-8 (File No. 333-220993) is incorporated by reference in this Registration Statement. The Company is hereby registering an additional 1,157,611 shares of Common Stock issuable under the 2017 Plan and 289,402 shares of Common Stock issuable under the ESPP, none of which have been issued as of the date of this Registration Statement.

Item 8. Exhibits.

Reference is made under this Item 8 to the exhibit index included in this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	10-17-17	3.1	
4.2	Amended and Restated Bylaws.	8-K	10-17-17	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	9-18-17	4.2	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of independent registered public accounting firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1#	2017 Incentive Award Plan.	S-8	10-17-17	99.7	
99.2#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2017 Incentive Award Plan.	S-1/A	9-18-17	10.26	
99.3#	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2017 Incentive Award Plan.	S-1/A	9-18-17	10.27	
99.4#	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2017 Incentive Award Plan.	S-1/A	9-18-17	10.28	
99.5#	2017 Employee Stock Purchase Plan.	S-8	10-17-17	99.11	

Indicates management contract or compensatory plan.

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 San Jose, California, on this 5th day of March, 2018.

Restoration Robotics, Inc.

By: /s/ Ryan Rhodes
Ryan Rhodes
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Ryan Rhodes and Mark Hair and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, 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 order to effectuate the same as fully, to all intents and purposes, as they or 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, 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ryan Rhodes</u> Ryan Rhodes	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 5, 2018
<u>/s/ Mark Hair</u> Mark Hair	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 5, 2018
<u>/s/ Frederic Moll</u> Frederic Moll, M.D.	Chairman and Director	March 5, 2018
<u>/s/ Jeffrey Bird</u> Jeffrey Bird, M.D., Ph.D.	Director	March 5, 2018
<u>/s/ Gil Kliman</u> Gil Kliman, M.D.	Director	March 5, 2018
<u>/s/ Emmett Cunningham, Jr.</u> Emmett Cunningham, Jr., M.D., Ph.D.	Director	March 5, 2018
<u>/s/ Craig Taylor</u> Craig Taylor	Director	March 5, 2018
<u>/s/ Shelley Thunen</u> Shelley Thunen	Director	March 5, 2018

FIRM / AFFILIATE OFFICES

Barcelona	Moscow
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Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milán	

March 5, 2018

Restoration Robotics, Inc.
128 Baytech Drive
San Jose, CA 95134

Re: Registration Statement on Form S-8; 1,447,013 shares of Common Stock of Restoration Robotics, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Restoration Robotics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of 1,447,013 shares of common stock of the Company, par value \$0.0001 per share (the “*Shares*”), issuable under the Company’s 2017 Incentive Award Plan (the “*2017 Plan*”) and 2017 Employee Stock Purchase Plan (the “*ESPP*” and together with the 2017 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 March 5, 2018 (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 issue 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 (the “*DGCL*”), 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

LATHAM & WATKINS LLP

agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, 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.

Very truly yours,

/s/ Latham & Watkins LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM**

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Restoration Robotics, Inc.

We have issued our report dated March 5, 2018, with respect to the consolidated financial statements of Restoration Robotics, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

GRANT THORNTON LLP
/s/ GRANT THORNTON LLP

Denver, Colorado
March 5, 2018