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

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

Arteris, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

595 Millich Dr. Suite 200
Campbell, CA
(Address of Principal Executive Offices)

27-0117058
(I.R.S. Employer
Identification Number)

95008
(Zip Code)

2021 Incentive Award Plan
2021 Employee Stock Purchase Plan
(Full Title of the Plan)

K. Charles Janac
Arteris, Inc.
President and Chief Executive Officer
595 Millich Dr. Suite 200
Campbell, California 95008
(408) 470-7300

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

Copies to:

Jack Sheridan, Esq.
Page Mailliard, Esq.
Phillip S. Stoup, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 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, 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 checked="" 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.

**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.**

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this Registration Statement, Arteris, Inc. is sometimes referred to as "Registrant," "we," "us" or "our."

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement on Form S-8 is filed by the Registrant, relating to (a) 1,576,534 shares of its common stock, \$0.001 par value (the "Common Stock"), issuable to eligible employees, directors and consultants of the Registrant under the Registrant's 2021 Incentive Award Plan (the "2021 Plan") and (b) 315,306 shares of Common Stock issuable to eligible employees of the Registrant under the Registrant's 2021 Employee Stock Purchase Plan (the "ESPP"). Shares available for issuance under the 2021 Plan and the ESPP were previously registered on a registration statement on Form S-8 filed with the SEC on November 1, 2021, Registration No. 333-260620 (the "Prior Registration Statement"). The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities. Pursuant to Section E of the General Instructions to Form S-8, the contents of the Prior Registration Statement is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the SEC:

- the Registrant's Current Report on [Form 8-K](#), filed with the SEC on February 22, 2022;
- the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the SEC on March 7, 2022; and
- the description of the Registrant's Common Stock which is registered under Section 12 of the Exchange Act, in the Registrant's Registration Statement on [Form 8-A](#), filed on October 22, 2021, including any amendments or reports filed for the purposes of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or 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.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation of Arteris, Inc.	8-K	10/29/21	3.1	
4.2	Amended and Restated Bylaws of Arteris, Inc.	8-K	10/29/21	3.2	
4.3	Specimen Stock Certificate evidencing the shares of common stock.	S-1/A	10/18/21	4.1	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
23.2	Consent of Moss Adams LLP, independent registered public accounting firm.				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1#	2021 Incentive Award Plan.	S-8	10/29/21	99.2(a)	
99.2#	Form of Stock Option Award Agreement under Arteris, Inc. 2021 Incentive Award Plan.	S-1/A	10/18/21	10.14	
99.3#	Form of Restricted Stock Unit Award Agreement under Arteris, Inc. 2021 Incentive Award Plan	S-1/A	10/18/21	10.15	
99.4#	2021 Employee Stock Purchase Plan	S-8	10/29/21	99.3	
107.1	Filing Fee Table				X

Indicates management contract or compensatory plan.

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LATHAM & WATKINS LLP

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Milan	

March 7, 2022

Arteris, Inc.
 595 Millich Dr. Suite 200
 Campbell, CA 95008

Re: Registration Statement on Form S-8; 1,891,840 shares of Common Stock of Arteris, Inc., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Arteris, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 1,891,840 shares of common stock of the Company, par value \$0.001 per share (the “**Shares**”), issuable under the Company’s 2021 Incentive Award Plan (the “**2021 Plan**”) and 2021 Employee Stock Purchase Plan (together with the 2021 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 7, 2022 (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 prospectuses, 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 (the “**DGCL**”), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

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 purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company for legal consideration (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 applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance 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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Arteris, Inc. of our report dated March 7, 2022, relating to the consolidated financial statements of Arteris, Inc. and its subsidiaries appearing in the Annual Report Form 10-K of Arteris, Inc. for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Francisco, California
March 7, 2022

Calculation of Filing Fee Table

Form S-8 (Form Type)

Arteris, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	1,576,534 ⁽²⁾	\$12.85 ⁽³⁾	\$20,258,461.90	\$0.0000927	\$1,877.96
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	315,306 ⁽⁴⁾	\$12.85 ⁽³⁾	\$4,051,682.10	\$0.0000927	\$375.59
Total Offering Amounts					\$24,310,144.00		\$2,253.55
Total Fee Offsets							\$-(5)
Net Fee Due							\$2,253.55

- (1) Pursuant to Rule 416(a) 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 2021 Plan and 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 common stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plan described herein.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2022 pursuant to an "evergreen" provision contained in the 2021 Plan. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under such plan are increased on the first day of each year beginning in 2022 and ending in 2031 equal to the lesser of (A) five percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Registrant's Board; provided, however, that no more than 5,000,000 shares of stock may be issued upon the exercise of incentive stock options.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$12.85 per share, which is the average of the high and low prices of Common Stock on March 4, 2022, as reported on the Nasdaq Global Market.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the ESPP on January 1, 2022 pursuant to an "evergreen" provision contained in the ESPP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under such plan are increased on the first day of each year beginning in 2022 and ending in 2031 equal to the lesser of (A) one percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Registrant's Board; provided, however, no more than 5,000,000 shares of stock may be issued under the ESPP.
- (5) The Registrant does not have any fee offsets.