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

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

ACELYRIN, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-2406735
(I.R.S. Employer
Identification No.)

4149 Liberty Canyon Road
Agoura Hills, California 91301
(Address of Principal Executive Offices)

91301
(Zip Code)

ACELYRIN, INC. 2020 Stock Option and Grant Plan
ValenzaBio, Inc. Stock Plan
ACELYRIN, INC. 2023 Equity Incentive Plan
ACELYRIN, INC. 2023 Employee Stock Purchase Plan
(Full titles of the plans)

Shao-Lee Lin, M.D., Ph.D.
Chief Executive Officer
4149 Liberty Canyon Road
Agoura Hills, California 91301
(805) 730-0360

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

Copies to:

Chadwick Mills
Charles S. Kim
Anitha Anne
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000

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

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) The Registrant's [prospectus](#) filed on May 5, 2023 pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act") relating to the Registration Statement on [Form S-1](#), as amended (File No. 333-271244), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed; and
- (b) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) filed on May 2, 2023 (File No. 001-41696) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into 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 for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that 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 constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law (the "General Corporation Law") authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant's amended and restated certificate of incorporation that will be in effect upon the closing of the Registrant's initial public offering permits indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the General Corporation Law, and the Registrant's amended and restated bylaws that will be in effect upon the closing of the Registrant's initial public offering provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its employees and other agents, in each case to the maximum extent permitted by the General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby the Registrant has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee, or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description	Schedule Form	Incorporated by Reference		
			File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	S-1	333-271244	3.1	April 13, 2023
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as currently in effect.	S-1/A	333-271244	3.5	May 1, 2023
4.3	Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect upon the closing of the Registrant's initial public offering.	S-1/A	333-271244	3.2	May 1, 2023
4.4	Amended and Restated Bylaws of the Registrant, as currently in effect.	S-1	333-271244	3.3	April 13, 2023
4.5	Form of Amended and Restated Bylaws of the Registrant, to be in effect upon the closing of the Registrant's initial public offering.	S-1/A	333-271244	3.4	May 1, 2023
4.6	Form of common stock certificate of the Registrant.	S-1/A	333-271244	4.1	May 1, 2023
4.7	Amended and Restated Investors' Rights Agreement, by and among the Registrant and certain of its stockholders, dated September 9, 2022.	S-1	333-271244	4.2	April 13, 2023
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm of ACELYRIN, INC.				
23.3*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm of ValenzaBio, Inc.				
23.4*	Consent of Macias Gini & O'Connell LLP, independent auditor of ValenzaBio, Inc.				
24.1*	Power of Attorney (included on the signature page of this Registration Statement).				
99.1	ACELYRIN, INC. 2020 Stock Option and Grant Plan, as amended.	S-1	333-271244	10.1	April 13, 2023
99.2	Forms of Non-Qualified Stock Option Grant Notice, Non-Qualified Stock Option Grant Notice-Non-U.S., Early Exercise Non-Qualified Stock Option Grant Notice, Incentive Stock Option Grant Notice, Restricted Stock Award Notice, Stock Option Agreement and Notice of Exercise and Early Exercise Stock Purchase Agreement under the ACELYRIN, INC. 2020 Stock Option and Grant Plan.	S-1	333-271244	10.2	April 13, 2023

99.3	ValenzaBio, Inc. Stock Plan and forms thereunder.	S-1	333-271244	10.7	April 13, 2023
99.3	ACELYRIN, INC. 2023 Equity Incentive Plan.	S-1/A	333-271244	10.3	May 1, 2023
99.4	Forms of Stock Option Grant Notice, Stock Option Agreement and Notice of Exercise under the ACELYRIN, INC. 2023 Equity Incentive Plan.	S-1/A	333-271244	10.4	May 1, 2023
99.5	Forms of Restricted Stock Unit Grant Notice and Award Agreement under the ACELYRIN, INC. 2023 Equity Incentive Plan.	S-1/A	333-271244	10.5	May 1, 2023
99.6	ACELYRIN, INC. 2023 Employee Stock Purchase Plan.	S-1/A	333-271244	10.6	May 1, 2023
107*	Filing Fee Table.				

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Agoura Hills, State of California, on May 8, 2023.

ACELYRIN, INC.

By: /s/ Shao-Lee Lin
Shao-Lee Lin, M.D., Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Shao-Lee Lin, Mardi C. Dier and Mina Kim and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, 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 connection therewith, 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 any of them, 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/ Shao-Lee Lin</u> Shao-Lee Lin, M.D., Ph.D.	Founder, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	May 8, 2023
<u>/s/ Mardi C. Dier</u> Mardi C. Dier	Chief Financial Officer and Chief Business Officer (<i>Principal Financial and Accounting Officer</i>)	May 8, 2023
<u>/s/ Bruce C. Cozadd</u> Bruce C. Cozadd	Director	May 8, 2023
<u>/s/ Dan Becker</u> Dan Becker, M.D., Ph.D.	Director	May 8, 2023
<u>/s/ Alan B. Colowick</u> Alan B. Colowick, M.D., M.P.H.	Director	May 8, 2023
<u>/s/ Henry O. Gosebruch</u> Henry O. Gosebruch	Director	May 8, 2023
<u>/s/ Patrick Machado</u> Patrick Machado, J.D.	Director	May 8, 2023
<u>/s/ Beth Seidenberg</u> Beth Seidenberg, M.D.	Director	May 8, 2023
<u>/s/ Dawn Svoronos</u> Dawn Svoronos	Director	May 8, 2023



Chadwick Mills
T: (650) 843-5654
cmills@cooley.com

May 8, 2023

ACELYRIN, INC.
4149 Liberty Canyon Road
Agoura Hills, California 91301

Ladies and Gentlemen:

We have acted as counsel to ACELYRIN, INC., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 19,963,444 shares (the "**Shares**") of the Company's common stock, par value \$0.00001 per share (the "**Common Stock**"), consisting of (a) 5,813,633 shares of Common Stock issuable pursuant to the Company's 2020 Stock Option and Grant Plan (the "**2020 Plan**"), (b) 1,249,811 shares of Common Stock issuable upon the exercise of awards granted pursuant to the ValenzaBio, Inc. 2020 Equity Incentive Plan (the "**VB Plan**") and assumed by the Company, (c) 12,000,000 shares of Common Stock issuable pursuant to the Company's 2023 Equity Incentive Plan (the "**2023 Plan**"), and (d) 900,000 shares of Common Stock issuable pursuant to the Company's 2023 Employee Stock Purchase Plan (together with the 2020 Plan, the VB Plan and the 2023 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each of which is to be in effect in connection with the closing of the Company's initial public offering, in the forms filed as Exhibits 3.2 and 3.4, respectively, to the Company's registration statement on Form S-1 (No. 333-271244), (d) the Plans, and (e) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified 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).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely
Cooley LLP

By: /s/ Chadwick Mills
Chadwick Mills

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ACELYRIN, INC. of our report dated March 24, 2023, except for the effects of the reverse stock split discussed in Note 15 to the financial statements, as to which the date is May 1, 2023, relating to the financial statements of ACELYRIN, INC., which appears in ACELYRIN, INC.'s Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-271244).

/s/ PricewaterhouseCoopers LLP
San Diego, California
May 8, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ACELYRIN, INC. of our report dated March 24, 2023 relating to the financial statements of ValenzaBio, Inc., which appears in ACELYRIN, INC.'s Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-271244).

/s/ PricewaterhouseCoopers LLP
San Diego, California
May 8, 2023

Consent of Independent Auditor

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Acelyrin, Inc. of our report dated April 29, 2022, except for the presentation of the convertible preferred stock and common stock as described in Note 2 as to which the date is February 10, 2023, with respect to our audit of the financial statements of ValenzaBio, Inc. as of December 31, 2021, and for the year then ended, which appear in ACELYRIN, INC.'s Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-271244).

/s/ Macias Gini & O'Connell LLP

San Jose, California

May 8, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

ACELYRIN, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2020 Stock Option and Grant Plan	Other(2)	5,813,633(3)	\$5.1452	\$29,912,305	0.0001102	\$3,296.34
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the ValenzaBio, Inc. Stock Plan	Other(2)	1,249,811(3)	\$3.6736	\$4,591,306	0.0001102	\$505.96
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2023 Equity Incentive Plan	Other(4)	12,000,000(5)	\$18.00	\$216,000,000	0.0001102	\$23,803.20
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2023 Employee Stock Purchase Plan	Other(6)	900,000(7)	\$15.30	\$13,770,000	0.0001102	\$1,517.46
Total Offering Amounts				—	\$264,273,611	—	\$29,112.96
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$29,112.96

- (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 Common Stock (“Common Stock”) of ACELYRIN, INC. (the “Registrant”) that become issuable under the Registrant’s 2020 Stock Option and Grant Plan (the “2020 Plan”), the Registrant’s ValenzaBio, Inc. Stock Plan (the “VB Plan”, and together with the 2020 Plan, the “Prior Plans”), the Registrant’s 2023 Equity Incentive Plan (the “2023 Plan”), or the Registrant’s 2023 Employee Stock Purchase Plan (the “2023 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 5,813,633 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2020 Plan are calculated using the weighted-average exercise price of \$5.1401 per share for such stock options. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 1,249,811 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the VB Plan are calculated using the weighted-average exercise price of \$3.6736 per share for such stock options.
- (3) Represents shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the Prior Plans. No additional stock awards will be granted under the Prior Plans.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated on the basis of \$18.00 per share (the “IPO Price”), which is the initial public offering price per share of the Registrant’s Common Stock set forth in the Registrant’s prospectus filed with the Securities and Exchange Commission on May 5, 2023 pursuant to Rule 424(b) of the Securities Act.
- (5) Represents 12,000,000 shares of Common Stock reserved for future grant under the 2023 Plan. To the extent that any stock options discussed under footnote (2) outstanding under our 2020 Plan expire or are terminated prior to exercise, the shares of common stock reserved for issuance pursuant to such stock options will become available for issuance as shares of common stock under the 2023 Plan. The 2023 Plan also provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2023 Plan on January 1st of each year, commencing on January 1, 2024 and ending on (and including) January 1, 2033, in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding year; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock. This explanation is provided for information purposes only. The issuance of such additional shares is not being registered on this Registration Statement.
- (6) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated on the basis of the IPO Price, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2023 ESPP.
- (7) Represents 900,000 shares of Common Stock reserved for future grant under the 2023 ESPP. The 2023 ESPP provides that an additional number of shares of Common Stock will automatically be added annually to the shares authorized for issuance under the 2023 ESPP on January 1st of each year, commencing on January 1, 2024 and ending on (and including) January 1, 2033, in an amount equal to the lesser of (i) 1% of the total number of shares of Common Stock outstanding on December 31st of the preceding calendar year and (ii) 2,700,000 shares of Common Stock; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock. This explanation is provided for information purposes only. The issuance of such additional shares is not being registered on this Registration Statement.