

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

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

**SYMBOTIC INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-1572401**  
(IRS Employer  
Identification No.)

**200 Research Drive  
Wilmington, MA 01887  
Telephone: (978) 284-2800**  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Symbotic Inc. 2022 Omnibus Incentive Compensation Plan  
Symbotic Inc. 2022 Employee Stock Purchase Plan**  
(Full Title of the Plan)

**Corey Dufresne  
Senior Vice President, General Counsel and Secretary  
Symbotic Inc.  
200 Research Drive  
Wilmington, MA 01887  
Telephone: (978) 284-2800**  
(Name and address, including zip code, and telephone number, including area code, of agent for service of process)

*Copies to:*

**Robert W. Downes  
Matthew B. Goodman  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Tel: (212) 558-4000**

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 company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

- |                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input 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.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “**Registration Statement**”) is filed by Symbotic Inc., a Delaware corporation (the “**Company**”), for the purpose of registering an additional 7,184,563 shares of its Class A common stock, par value \$0.0001 per share (the “**Class A Common Stock**”) issuable under the Symbotic Inc. 2022 Omnibus Incentive Compensation Plan (the “**Omnibus Plan**”) and 1,436,911 shares of Class A Common Stock issuable under the Symbotic Inc. 2022 Employee Stock Purchase Plan (“**ESPP**”).

The number of shares of Class A Common Stock available for grant and issuance under the Omnibus Plan is subject to an annual increase on the first day of each calendar year beginning January 1, 2023, equal to the lesser of (i) five percent of the aggregate number of shares of Class A Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares as is determined by the compensation committee of the Company’s board of directors (“**Compensation Committee**” and such annual increase, the “**Omnibus Evergreen Provision**”). In addition, the number of shares of Class A Common Stock available for grant and issuance under the ESPP is subject to an annual increase on the first day of each calendar year beginning January 1, 2023, equal to the lesser of (i) one percent of the aggregate number of shares of Class A Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares as is determined by the Compensation Committee (such annual increase, the “**ESPP Evergreen Provision**” and together with the Omnibus Evergreen Provision, the “**Evergreen Provisions**”).

The additional shares are securities of the same class and relate to the same Omnibus Plan and ESPP as those registered pursuant to the Company’s Registration Statement on Form S-8 ([FileNo. 333-266829](#)) filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on August 12, 2022, including any filings incorporated therein and as amended from time to time (as amended, “**Prior Registration Statement**”).

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, and the information required by Part II of Form S-8 is omitted, except as amended or supplemented by the information set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits

Exhibit Number	Description
4.1	<a href="#">Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K filed with the Commission on June 13, 2022)</a>
4.2	<a href="#">Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company’s Current Report on Form 8-K filed with the Commission on June 13, 2022)</a>
4.3	<a href="#">Symbotic Inc. 2022 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.5 of the Company’s Current Report on Form 8-K filed with the Commission on June 13, 2022)</a>
4.4	<a href="#">Symbotic Inc. 2022 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 of the Company’s Current Report on Form 8-K filed with the Commission on June 13, 2022)</a>
5.1*	<a href="#">Opinion of Sullivan &amp; Cromwell LLP</a>
23.1*	<a href="#">Consent of Grant Thornton LLP</a>
23.2*	<a href="#">Consent of Sullivan &amp; Cromwell LLP (included as part of Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on signature page)</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Town of Wilmington, Commonwealth of Massachusetts on July 31, 2024.

Symbotic Inc.

By: /s/ Carol Hibbard

Name: Carol Hibbard

Title: Chief Financial Officer and Treasurer

## SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Corey Dufresne and Carol Hibbard, jointly and severally, his or her attorney-in-fact, with the power of substitution, for him or her, in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard B. Cohen</u> Richard B. Cohen	Chief Executive Officer, President and Director (Principal Executive Officer)	July 31, 2024
<u>/s/ Carol Hibbard</u> Carol Hibbard	Chief Financial Officer and Treasurer (Principal Financial Officer)	July 31, 2024
<u>/s/ Maria G. Freve</u> Maria G. Freve	Vice President and Controller (Principal Accounting Officer)	July 31, 2024
<u>/s/ Rollin Ford</u> Rollin Ford	Director	July 31, 2024
<u>/s/ Charles Kane</u> Charles Kane	Director	July 31, 2024
<u>/s/ Todd Krasnow</u> Todd Krasnow	Director	July 31, 2024
<u>/s/ Vikas J. Parekh</u> Vikas J. Parekh	Director	July 31, 2024
<u>/s/ Daniela Rus</u> Daniela Rus	Director	July 31, 2024
<u>/s/ Merline Saintil</u> Merline Saintil	Director	July 31, 2024

[Letterhead of Sullivan &amp; Cromwell LLP]

July 31, 2024

Symbotic Inc.,  
200 Research Drive,  
Wilmington, MA 01887.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of (i) 7,184,563 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), of Symbotic Inc., a Delaware corporation (the "Company"), issuable under the Symbotic Inc. 2022 Omnibus Incentive Compensation Plan and (ii) 1,436,911 shares of Class A Common Stock issuable under the Symbotic Inc. 2022 Employee Stock Purchase Plan (such shares to be registered, the "Securities"), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. Upon the basis of such examination, it is our opinion that, when the registration statement relating to the Securities ("Registration Statement") has become effective under the Act, the terms of the sale of the Securities have been duly established in conformity with the Company's certificate of incorporation, and the Securities have been duly issued and sold as contemplated by the Registration Statement, the Securities will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of 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 Securities Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated December 11, 2023 with respect to the consolidated financial statements of Symbotic Inc. included in the Annual Report on Form 10-K for the year ended September 30, 2023, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Boston, Massachusetts

July 31, 2024

## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)

**Symbotic 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	Class A common stock, par value \$0.0001 per share	Other (2)	8,621,474 (3)	\$37.03	\$319,253,182	0.0001476	\$47,121.77
<b>Total Offering Amounts</b>								\$47,121.77
<b>Total Fee Offsets</b>								—
<b>Net Fee Due</b>								\$47,121.77

- (1) Covers (a) shares of Class A common stock, par value \$0.0001 per share (“**Class A Common Stock**”), of Symbotic Inc. under the Symbotic Inc. 2022 Omnibus Incentive Compensation Plan (“**Omnibus Plan**”), (b) shares of Class A Common Stock of Symbotic Inc. under the Symbotic Inc. 2022 Employee Stock Purchase Plan (“**ESPP**” and together with the Omnibus Plan, the “**Plans**”), and (c) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), an indeterminate amount of additional shares of Class A Common Stock that may be offered and issued under the Plans to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee, pursuant to Rules 457(c) and (h) under the Securities Act, on the basis of the average of the high and low prices of Class A Common Stock as reported by the Nasdaq Stock Market on July 25, 2024.
- (3) Consists of an additional 7,184,563 shares of Class A Common Stock authorized for issuance in respect of awards to be granted under the Omnibus Plan and an additional 1,436,911 shares of Class A Common Stock authorized for issuance in respect of awards to be granted under the ESPP.