

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

Under

The Securities Act of 1933

Olink Holding AB (publ)

(Exact name of registrant as specified in its charter)

Sweden
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification Number)

Uppsala Science Park
SE-751 83

Uppsala, Sweden

Tel: +46 (0) 18 – 444 39 70

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2021 Incentive Award Plan
(Full title of the plan)

Olink Proteomics Inc.
2711 Centerville Road, Ste 400
Wilmington, Delaware 19808

Tel: (617) 393-3933

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

Copies to:

Kristopher D. Brown
Stephanie A. Richards
Goodwin Procter LLP
620 Eighth Avenue
New York, NY 10018
(212) 813-8800

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
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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽⁴⁾
Common Shares, quota value approx. SEK 2.431906612 per share	1,085,900	\$ 20.00	\$ 21,718,000.00	\$ 2,369.44
Total	1,085,900	\$ 20.00	\$ 21,718,000.00	\$ 2,369.44

- (1) These common shares of Olink Holding AB (publ) (the "Registrant"), quota value approx. SEK 2.431906612 per share (the "Common Shares"), being registered hereby may be represented in the form of the Registrant's American Depositary Shares ("ADSs"). Each ADS represents one Common Share. ADSs issuable upon deposit of the Common Shares registered hereby were registered pursuant to a separate Registration Statement on Form F-6 (File No. 333-254427).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional common shares that become issuable under the Registrant's 2021 Incentive Award Plan by reason of any dividend, share split or other similar transaction.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon \$20.00, the initial public offering price per share of the

Registrant's Common Shares in its initial public offering.

(4) Rounded up to the nearest penny.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be and are not being filed with the Commission, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to participants will also indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b) and will include the address and telephone number to which the request is to be directed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) [The Registrant's Registration Statement on Form F-1 \(File No. 333-253818\), originally filed with the Commission on March 3, 2021 \(the "Form F-1"\), pursuant to the Securities Act of 1933, as amended \(the "Securities Act"\), as amended, which contains the audited financial statements of the Registrant for the years ended December 31, 2019 and 2020.](#)
- (b) [The Registrant's prospectus relating to the Form F-1, filed with the Commission pursuant to Rule 424\(b\) under the Securities Act.](#)
- (c) [The description of the Registrant's Common Shares contained in the Registrant's Registration Statement Form 8-A \(File No. 001-40277\), filed with the Commission on March 22, 2021 pursuant to the Securities Exchange Act of 1934, as amended \(the "Exchange Act"\), and any amendments or supplements filed for the purpose of updating such description.](#)

In addition, all documents subsequently filed by the Registrant with the Commission 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 this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, including any Reports of Foreign Private Issuers on Form 6-K submitted during such period (or portion thereof) that is identified in such form as being incorporated by reference into this Registration Statement, 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. The Registrant is not incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed "filed" with the Commission under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered "filed" under the Exchange Act or is to be incorporated by reference in 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 contained herein, (or in any other subsequently filed document which also is incorporated or 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the terms of the Swedish Companies Act, owners of the company (such as the Registrant) may determine, at a general meeting of the company, not to pursue an action against a director or the chief executive officer of a company with respect to liability for damages to the company. In addition, the Registrant may enter into indemnification arrangements with directors and officers regarding expenses and damages.

The Registrant also maintains directors and officer's insurance to insure such persons against certain liabilities incurred based on their capacity as a director or an officer of the Registrant. The insurance covers economic loss including personal liability related to claims regarding an alleged act or failure to act in the individual's capacity as a director or officer of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1(1)	Articles of Association, as amended (English translation).
4.2(2)	Form of Deposit Agreement.
4.3(3)	Form of American Depositary Receipt.
5.1	Opinion of Advokatfirman Delphi KB, Swedish counsel to the Registrant, with respect to the legality of the Common Shares being registered (filed herewith).
23.1	Consent of Öhrlings PricewaterhouseCoopers AB, independent registered public accounting firm for the Registrant (filed herewith).
23.2	Consent of Advokatfirman Delphi KB, Swedish counsel to the Registrant (included in Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (included on signature page to this Registration Statement).
99.1(3)	2021 Incentive Award Plan.

(1) Filed as Exhibit 3.1 to the Form F-1 and incorporated herein by reference.

(2) Filed as Exhibit 4.2 to the Form F-1 and incorporated herein by reference.

(3) Filed as Exhibit 10.5 to the Form F-1 and incorporated herein by reference.

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 this 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 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 this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this 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 this Registration Statement 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.
- (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.
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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 Uppsala, Sweden on March 29, 2021.

OLINK HOLDING AB (PUBL)

By: /s/ Jon Heimer
Jon Heimer
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jon Heimer and Oskar Hjelm, and each of them, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for and in his or her name, place and stead, in any and all capacities, to sign for him or her and in his or her name in the capacity indicated below the registration statement on Form S-8 filed herewith, and any and all post-effective amendments to said registration statement, under the Securities Act of 1933, as amended, in connection with the registration under the Securities Act of 1933, as amended, of equity securities of Olink Holding AB (publ), and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each said attorney-in-fact and agent 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 such person might or could do in person, and hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of them, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on March 29, 2021.

Name	Title
<u>/s/ Jon Heimer</u> Jon Heimer	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Oskar Hjelm</u> Oskar Hjelm	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<u>/s/ Jon Hinder</u> Jon Hinder	<i>Chairman of the Board of Directors</i>
<u>/s/ Solange Glaize</u> Solange Glaize	<i>Director</i>
<u>/s/ Johan Lund, PhD</u> Johan Lund, PhD	<i>Director</i>
<u>/s/ Tina S. Nova, PhD</u> Tina S. Nova, PhD	<i>Director</i>
<u>/s/ Nicolas Roelofs, PhD</u> Nicolas Roelofs, PhD	<i>Director</i>
<u>/s/ Gustavo Salem</u> Gustavo Salem	<i>Director</i>
<u>/s/ Tommi Unkuri</u> Tommi Unkuri	<i>Director</i>

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement on March 29, 2021.

By: /s/ Bill Campbell

Olink Proteomics Inc.

Name: Bill Campbell

Title: Chief Executive Officer and President

Authorized Representative in the United States

29 March 2021

Olink Holding AB (publ)
Uppsala Science Park
SE-751 83
Uppsala, Sweden

Re: Olink Holding AB (publ) – Registration Statement on Form S-8 – Exhibit 5.1

We, Swedish law firm Advokatfirman Delphi KB, have acted as Swedish legal counsel to Olink Holding AB (publ) (the “**Company**”), a company incorporated under the laws of Sweden, in connection with the Company’s registration statement on Form S-8 (the “**Registration Statement**”) as filed publicly with the U.S. Securities and Exchange Commission (the “**SEC**”) on the date hereof under the Securities Act of 1933, as amended (the “**Securities Act**”).”

The annual shareholders’ meeting in the Company held on 16 March 2021 (the “**AGM**”) adopted a long-term incentive program for the Company’s board members, management and key personnel (including employees and consultants) (“**LTI 2021**”), pursuant to which an aggregate of up to 465,200 restricted stock units (“**RSUs**”) and 620,700 stock options (“**Options**”) to acquire (i) common shares, quota value approximately SEK 2.431906612 per share (“**Common Shares**”), (ii) American Depositary Shares, each representing one Common Share, or (iii) warrants of series 2021 (collectively, the “**Shares**”) may be allocated to participants in LTI 2021. The remuneration committee of the Company (the “**RemCo**”) may grant Options or RSUs to participants, on one or several occasions, between the annual general meeting 2021 and the annual general meeting 2022. To ensure the delivery of Shares underlying the RSUs and Options in accordance with LTI 2021, the AGM resolved to issue not more than 1,085,900 warrants of series 2021 (Sw. *teckningsoptioner*) (the “**Warrants 2021**”), whereby the Company’s share capital could be increased by not more than SEK 2,640,807.40 upon exercise of Warrants 2021 for subscription and registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) (the “**SCRO**”) of Common Shares. All 1,085,900 Warrants 2021 shall be subscribed for by the Company (which in accordance with the AGM’s resolution shall be entitled to transfer the Warrants 2021 to participants or a financial intermediary in connection with exercise of the Options or RSUs) and will be registered with the SCRO. LTI 2021 contains an omnibus incentive plan, the 2021 Incentive Award Plan, that was presented at the AGM (the “**Omnibus Incentive Plan**”), applicable to LTI 2021 participants.

Basis of the opinion

For the purpose of this opinion (the “**Opinion**”) we have examined the following documents:

- i. a copy of the Registration Statement;
- ii. the main terms of the LTI 2021;
- iii. the Omnibus Incentive Plan;
- iv. the articles of association (Sw. *bolagsordning*) of the Company, adopted on 16 March 2021 (the “**Articles of Association**”);
- v. the minutes of the AGM, adopting the LTI 2021; and
- vi. a registration certificate (Sw. *registreringsbevis*) for the Company, issued by the SCRO, on 10:12 p.m. CEST on 29 March 2021, showing relevant entries in the Swedish Company Registry as per such date.

The documents mentioned in Sections (i) – (vi) above are referred to as the “**Corporate Documents**” and individually a “**Corporate Document**”.

Reliance

With respect to various questions of fact, we have relied upon certificates of public officials and upon certificates issued by the SCRO. For the purposes of this opinion, we have examined such other agreements, documents and records as we have deemed necessary or appropriate for the purpose of rendering this opinion.

Assumptions

When giving this opinion we have assumed:

- a) the accuracy and completeness of: the facts set out in any other documents reviewed by us; and any other information set out in public registers, e.g. certificates from the SCRO, or that has otherwise been supplied or disclosed to us; and as we have not made any independent investigation thereof you are advised to seek verification of such matters or information from other parties or seek comfort in respect thereof in other ways;
- b) that the Company and its board of directors have acted in accordance with the general clause (Sw. *generalklausulen*) in the Swedish Companies Act and provisions regarding good market practice in connection with resolving to issue the Shares;
- c) that all signatures on all documents supplied to us as originals or as copies of originals are genuine and that all documents submitted to us are true, authentic and complete;
- d) that all documents, authorizations, powers of attorney, and authorities produced to us remain in full force and effect and have not been amended or affected by any subsequent action not disclosed to us;
- e) that where a document has been examined by us in draft form, it will be or has been executed in the form of that draft, and where a number of drafts of a document have been examined by us all changes to them have been marked or otherwise drawn to our attention;
- f) all documents retrieved by us or supplied to us electronically (whether in portable document format (PDF) or as scanned copies), as photocopies, facsimile copies or e-mail copies are in conformity with the originals;
- g) that there has been no mutual or relevant unilateral mistake of fact and that there exists no fraud or duress;
- h) at or prior to the time of the delivery of the Common Shares, the payment for such Common Shares will have been received by the Company; and
- i) all documents to be executed under LTI 2021, have been, and will be, duly authorized, executed and delivered by each of the parties thereto other than the Company and that LTI 2021 has been, and will at all times be, operated in accordance with their respective terms.

Opinions

Based upon and subject to the foregoing and subject to the qualifications set out below, we are of the opinion that: under the laws of the Kingdom of Sweden, the Common Shares to be issued upon exercise in accordance with the above will, when (i) the Company has subscribed for and the Board has properly allotted the Warrants 2021, (ii) the Company has registered the Warrants 2021 with the SCRO, (iii) the Company has taken all necessary actions to issue the Common Shares in compliance with the then applicable provisions of the Company's articles of association, the laws of the Kingdom of Sweden and the terms of LTI 2021, (iv) the Common Shares have been properly subscribed for on subscription lists by the holder of Warrants 2021, (v) the Common Shares have been properly allotted by the Board, and (vi) the Company has received in full all amounts payable under LTI 2021 in respect of the Common Shares, be validly issued, fully paid for and non-assessable.

Qualifications

The qualifications to which this opinion is subject are as follows:

- 1) we express no opinion as to the exact interpretation of any particular wording in the Corporate Documents by any court;
- 2) provisions in the Corporate Documents providing that certain facts, determinations or calculations will be conclusive and binding (or prima facie evidence) may not be effective if they are incorrect and such provisions will not necessarily prevent judicial inquiry into the merits of such facts, determinations or calculations;

- 3) this Opinion is given only with respect to the laws of the Kingdom of Sweden as in force today and as such laws are currently applied by Swedish courts and we express no opinion with respect to the laws of any other jurisdiction nor have we made any investigations as to any law other than the laws of the Kingdom of Sweden;
- 4) in rendering this Opinion we have relied on certain matters of information obtained from the Company and other sources reasonably believed by us to be credible;
- 5) the Registration Statement, to be filed publicly with the SEC on the date hereof under the Securities Act, and this opinion are expressed in the English language whilst addressing and explaining institutions and concepts of the laws of the Kingdom of Sweden; and such institutions and concepts may be reflected in or described by the English language only imperfectly; and we express no opinion on how the courts of the Kingdom of Sweden would construe contractual language expressed in English where the Registration Statement would be subject to the laws of the Kingdom of Sweden. However, we believe that such courts may pay attention to the meaning and import of such expressions in the laws of any pertinent jurisdiction in which the English language is normally or habitually employed, in construing, for the purposes of the laws of the Kingdom of Sweden, what the parties intended to put in writing.

Benefit of opinion

This Opinion is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter.

We are not assuming any obligation to notify you of any changes to this Opinion as a result of any facts or circumstances that may come to our attention in the future or as a result of any change in the laws of the Kingdom of Sweden which may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit of the Registration Statement, without admitting we are “experts” within the meaning of the Securities Act, or the rules and regulations of the SEC thereunder with respect to any part of the Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed as part of the Registration Statement under the provisions of the Securities Act.

Yours faithfully,

/s/ Advokatfirman Delphi KB

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Olink Holding AB (publ) of our report dated February 26, 2021 relating to the financial statements of Knilo HoldCo AB and our report dated December 11, 2020 relating to the financial statements of Olink Proteomics Holding AB, which appear in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-253818) of Olink Holding AB (publ). We also consent to the references to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-253818) incorporated by reference in this Registration Statement.

/s/ Öhrlings PricewaterhouseCoopers AB

Stockholm, Sweden

March 29, 2021
