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

**Post-Effective Amendment
No. 1 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SERES THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-4326290
(I.R.S. Employer
Identification No.)

**200 Sidney Street
Cambridge, MA 02139**
(Address of Principal Executive Offices) (Zip Code)

**Seres Therapeutics, Inc. 2015 Incentive Award Plan
Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan**
(Full Title of the Plan)

**Eric D. Shaff
President and Chief Executive Officer
Seres Therapeutics, Inc.
200 Sidney Street
Cambridge, MA 02139**
(Name and Address of Agent for Service)

(617) 945-9626
(Telephone Number, including Area Code, of Agent for Service)

Copies to:

**Peter N. Handrinios, Esq.
Latham & Watkins LLP
200 Clarendon Street
Boston, MA 02116
(617) 948-6060**

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 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 new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement on Form S-8 (File No. 333-253776) filed with the Securities and Exchange Commission on March 2, 2021 (the “Original Filing”) is being filed by Seres Therapeutics, Inc. (the “Registrant”) in accordance with Rule 462(d) under the Securities Act of 1933, as amended, solely to update Exhibits 5.1 and 23.2. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Filing. No additional securities are registered, and registration fees were paid upon filing of the Original Filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Number</u>	<u>Description</u>
4.1	<u>Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37456) filed on July 1, 2015)</u>
4.2	<u>Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-37456) filed on December 7, 2020)</u>
5.1+	<u>Opinion of Latham & Watkins LLP, counsel to the Registrant</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
23.2+	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of attorney (included on signature pages of the Original Filing)</u>
99.1	<u>Seres Therapeutics, Inc. 2015 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Registrant’s Annual Report on Form 10-K (File No. 001-37456) filed on March 2, 2021)</u>
99.2	<u>Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1 (Reg. No. 333-204484) filed on May 27, 2015)</u>

+ Filed herewith.

* Previously filed as an exhibit to the Original Filing.

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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 2nd day of March, 2021.

SERES THERAPEUTICS, INC.

By: /s/ Eric D. Shaff

Eric D. Shaff

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 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/ Eric D. Shaff</u> Eric D. Shaff	President, Chief Executive Officer, Director (<i>principal executive officer</i>)	March 2, 2021
<u>*</u> Marcus Chapman	Vice President, Finance and Principal Financial and Accounting Officer (<i>principal accounting officer and principal financial officer</i>)	March 2, 2021
<u>*</u> Stephen Berenson	Chairman of the Board	March 2, 2021
<u>*</u> Dennis Ausiello, M.D.	Director	March 2, 2021
<u>*</u> Grégory Behar	Director	March 2, 2021
<u>*</u> Paul R. Biondi	Director	March 2, 2021
<u>*</u> Willard H. Dere, M.D.	Director	March 2, 2021
<u>*</u> Kurt C. Graves	Director	March 2, 2021
<u>*</u> Richard N. Kender	Director	March 2, 2021
<u>*</u> Meryl S. Zausner	Director	March 2, 2021

* By: /s/ Eric D. Shaff

Name: Eric D. Shaff

Title: Attorney-in-Fact

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March 2, 2021

Seres Therapeutics, Inc.
 200 Sidney Street
 Cambridge, MA 02139

Re: Registration Statement on Form S-8; 4,058,369 shares of Seres Therapeutics, Inc.
 Common Stock, \$0.001 par value per share

Ladies and Gentlemen:

We have acted as special counsel to Seres Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “**Commission**”) of a registration statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance by the Company of up to an aggregate of 4,058,369 shares of common stock of the Company, \$0.001 par value per share (the “**Shares**”), issuable under the Seres Therapeutics, Inc. 2015 Incentive Award Plan (the “**2015 Plan**”) and the Seres Therapeutics, Inc. 2015 Employee Stock Purchase Plan (together with the 2015 Plan, the “**Plans**”). 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 prospectus forming a part thereof, 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.

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, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly 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