

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

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

**Astera Labs, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2901 Tasman Drive, Suite 205  
Santa Clara, CA**  
(Address of Principal Executive Offices)

**82-3437062**  
(I.R.S. Employer  
Identification No.)

**95054**  
(Zip Code)

**Amended and Restated 2018 Equity Incentive Plan  
2024 Stock Option and Incentive Plan  
2024 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Jitendra Mohan  
Co-Founder and Chief Executive Officer  
Astera Labs, Inc.  
2901 Tasman Drive, Suite 205  
Santa Clara, CA 95054**  
(Name and address of agent for service)

**(408) 337-9056**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Bradley C. Weber  
Julia R. White  
John Hutar  
Goodwin Procter LLP  
601 Marshall Street  
Redwood City, CA 94063  
(650) 752-3100**

**Philip T. Mazzara  
General Counsel & Secretary  
Astera Labs, Inc.  
2901 Tasman Drive, Suite 205  
Santa Clara, CA 95054  
(408) 337-9056**

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. ☐

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”). The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference into this Registration Statement:

- (a) Amendment No. 3 to the Registrant's Registration Statement on [Form S-1](#) filed with the Commission on March 18, 2024 (File No. 333-277205), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) The Registrant's prospectus to be filed on or about March 21, 2024, pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended, (File No. 333-277205); and
- (c) The description of the Registrant's common stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No. 001-41979) filed with the Commission on March 15, 2024 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 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 registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules 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 contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier 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.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporate Law ("DGCL") authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

The Registrant's amended and restated certificate of incorporation, which will become effective immediately prior to the completion of the initial public offering (the "IPO"), and which contains provisions that limit the liability of the Registrant's directors and officers for monetary damages to the fullest extent permitted by Delaware law. Consequently, the Registrant's directors and officers will not be personally liable to the Registrant or the Registrant's stockholders for monetary damages for any breach of fiduciary duties as directors and officers, except liability for the following:

- any breach of their duty of loyalty to the Registrant or the Registrant's stockholders;

- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- for the Registrant's directors, unlawful payments of dividends or unlawful stock repurchases, or redemptions as provided in Section 174 of the DGCL;
- any transaction from which they derived an improper personal benefit; or
- for the Registrant's officers, any derivative action by or in the right of the corporation.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the DGCL is amended to provide for further limitations on the personal liability of directors and officers of corporations, then the personal liability of the Registrant's directors and officers will be further limited to the greatest extent permitted by the DGCL.

In addition, the Registrant has adopted its second amended and restated bylaws, which will become effective immediately prior to the completion of the IPO and which provides that the Registrant will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of its directors or officers or is or was serving at its request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Registrant's second amended and restated bylaws provide that it may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of its employees or agents or is or was serving at its request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Registrant's second amended and restated bylaws also provide that the Registrant must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

Further, the Registrant has entered into indemnification agreements with each of its directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require the Registrant, among other things, to indemnify its directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require the Registrant to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit, or proceeding. The Registrant believes that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in the Registrant's amended and restated certificate of incorporation, the Registrant's second amended and restated bylaws and in indemnification agreements that it has entered into with its directors and executive officers may discourage stockholders from bringing a lawsuit against its directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against its directors and executive officers, even though an action, if successful, might benefit the Registrant and other stockholders. Further, a stockholder's investment may be harmed to the extent that the Registrant pays the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, the Registrant is not aware of any pending litigation or proceeding involving any person who is or was one of the Registrant's directors, officers, employees or other agents or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and it is not aware of any threatened litigation that may result in claims for indemnification.

The Registrant has obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to the Registrant's directors and executive officers against losses arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to the Registrant with respect to payments that may be made by it to these directors and executive officers pursuant to its indemnification obligations or otherwise as a matter of law.

See also the Undertakings set forth in the response to Item 9 herein.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Form of Amended and Restated Certificate of Incorporation.</a>	S-1	333-277205	3.2	2/21/2024	
4.2	<a href="#">Form of Second Amended and Restated Bylaws.</a>	S-1	333-277205	3.4	2/21/2024	
4.3	<a href="#">Form of common stock certificate of the Registrant.</a>	S-1/A	333-277205	4.1	3/8/2024	
5.1	<a href="#">Opinion of Goodwin Procter LLP.</a>					X
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</a>					X
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of Attorney (contained on signature page hereto).</a>					X
99.1	<a href="#">Amended and Restated 2018 Equity Incentive Plan, as amended, and forms of award agreements thereunder.</a>	S-1/A	333-277205	10.2	3/1/2024	
99.2	<a href="#">2024 Stock Option and Incentive Plan, and forms of agreements thereunder.</a>	S-1/A	333-277205	10.3	3/1/2024	
99.3	<a href="#">2024 Employee Stock Purchase Plan.</a>	S-1/A	333-277205	10.4	3/1/2024	
107	<a href="#">Filing Fee Table</a>					X

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 of 1933;
    - (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 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
    - (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) of this section shall 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 Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 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 Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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

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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 Santa Clara, California, on March 19, 2024.

**ASTERA LABS, INC.**

By: /s/ Jitendra Mohan

Jitendra Mohan  
Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jitendra Mohan, Michael Tate, and Philip Mazzara, and each 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 his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Astera Labs, Inc., and any or all amendments (including post-effective amendments), 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 full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their 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 on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<div>/s/ Jitendra Mohan</div> <div>Jitendra Mohan</div>	Co-Founder, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	March 19, 2024
<div>/s/ Michael Tate</div> <div>Michael Tate</div>	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 19, 2024
<div>/s/ Manuel Alba</div> <div>Manuel Alba</div>	Chair of the Board	March 19, 2024
<div>/s/ Stefan Dyckerhoff</div> <div>Stefan Dyckerhoff</div>	Director	March 19, 2024
<div>/s/ Sanjay Gajendra</div> <div>Sanjay Gajendra</div>	Co-Founder, President, Chief Operating Officer, and Director	March 19, 2024
<div>/s/ Michael Hurlston</div> <div>Michael Hurlston</div>	Director	March 19, 2024
<div>/s/ Jack Lazar</div> <div>Jack Lazar</div>	Director	March 19, 2024



Goodwin Procter LLP  
601 Marshall Street  
Redwood City, CA 94063

goodwinlaw.com  
+1 650 752 3100

March 19, 2024

Astera Labs, Inc.  
2901 Tasman Drive, Suite 205  
Santa Clara, CA 95054

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 41,451,749 shares (the "Shares") of common stock, \$0.0001 par value per share (the "Common Stock"), of Astera Labs, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2018 Equity Incentive Plan, 2024 Stock Option and Incentive Plan and 2024 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

GOODWIN PROCTER LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Astera Labs, Inc. of our report dated February 20, 2024 relating to the financial statements, which appears in Astera Labs, Inc.'s Amendment No. 3 to the Registration Statement on Form S-1.

/s/ PricewaterhouseCoopers LLP  
Seattle, Washington  
March 19, 2024

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Astera Labs, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	12,362,662 <sup>(2)</sup>	\$36.00 <sup>(3)</sup>	\$445,005,832.00	0.00014760	\$65,690.24
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	3,090,666 <sup>(4)</sup>	\$30.60 <sup>(5)</sup>	\$94,574,379.60	0.00014760	\$13,959.18
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	10,003,420 <sup>(6)</sup>	\$0.84 <sup>(7)</sup>	\$8,402,872.80	0.00014760	1,240.26
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	15,995,001 <sup>(8)</sup>	\$36.00 <sup>(3)</sup>	\$575,820,036.00	0.00014760	\$84,991.04
<b>Total Offering Amounts</b>					\$1,123,803,120.40		\$165,880.72
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$165,880.72

- (1) Pursuant to Rule 416 of 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, par value \$0.0001 per share (“Common Stock”) that become issuable under the Astera Labs, Inc. 2024 Stock Option and Incentive Plan (“2024 Plan”) and the Astera Labs, Inc. 2024 Employee Stock Purchase Plan (“2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock reserved for future issuance under the 2024 Plan. In addition, to the extent that any awards outstanding under the 2024 Plan or the Astera Labs, Inc. 2018 Stock Incentive Plan, as amended (“2018 Plan”) are forfeited, are cancelled, are held back upon exercise or settlement of an award to cover any exercise price, as applicable, or tax withholding, are reacquired by the Registrant prior to vesting, are satisfied without the issuance of stock or are otherwise terminated (other than by exercise), the shares of Common Stock reserved for issuance pursuant to such awards will become available for issuance under the 2024 Plan. See footnotes 6 and 8 below.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$36.00 per share, which is the initial public offering price per share of Common Stock pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-277205), declared effective on March 19, 2024.
- (4) Represents shares of Common Stock issuable under the 2024 ESPP.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of 85% of \$36.00 per share, which is the initial public offering price per share of Common Stock pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-277205), declared effective on March 19, 2024.
- (6) Represents shares of Common Stock issuable pursuant to stock options outstanding under the 2018 Plan as of the date of this Registration Statement. No further equity awards will be made pursuant to the 2018 Plan. The shares of Common Stock reserved for issuance pursuant to such stock options will become available for issuance under the 2024 Plan to the extent that any such awards are forfeited, are cancelled, are satisfied without the issuance of stock, are held back upon exercise or settlement to cover any exercise price, as applicable, or tax withholding, reacquired by the Company prior to vesting, or are otherwise terminated subsequent to the date of this Registration Statement. See footnote 2 above.
- (7) Estimated in accordance with Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per unit is based upon \$0.84 per share, which is the weighted-average exercise price of the stock options outstanding under the 2018 Plan.
- (8) Represents shares of Common Stock reserved for issuance pursuant to restricted stock unit awards outstanding under the 2018 Plan as of the date of this Registration Statement. To the extent that any such awards are forfeited, are cancelled, are satisfied without the issuance of stock, are held back upon settlement to cover any tax withholding, reacquired by the Company prior to vesting, or are otherwise terminated subsequent to the date of this Registration Statement, the shares of Common Stock reserved for issuance pursuant to such awards will become available for issuance as shares of Common Stock under the 2024 Plan. See footnote 2 above.