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

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

**ANGION BIOMEDICA CORP.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

11-3430072  
(I.R.S. Employer Identification No.)

7-57 Wells Avenue, Newton, Massachusetts 02459  
(Address of principal executive offices, including zip code)

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Angion Biomedica Corp. 2021 Incentive Award Plan  
Angion Biomedica Corp. 2021 Employee Stock Purchase Plan  
(Full titles of the plans)

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Jay R. Venkatesan, M.D.  
Chief Executive Officer  
Angion Biomedica Corp.  
7-57 Wells Avenue, Newton, Massachusetts  
02459  
(415) 655-4899  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

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Jennifer J. Rhodes  
General Counsel  
Angion Biomedica Corp.  
7-57 Wells Avenue, Newton, Massachusetts  
02459  
(415) 655-4899

Kenneth Guernsey  
Brett White  
Cooley LLP  
3 Embarcadero Center,  
20<sup>th</sup> Floor  
San Francisco, CA 94111  
(415) 693-2000

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 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.

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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Angion Biomedica Corp. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) 1,505,662 additional shares of its common stock, par value \$0.01 per share under the Angion Biomedica Corp. 2021 Incentive Award Plan (the “2021 Plan”), pursuant to the provisions of the 2021 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 Plan on January 1, 2022, and (ii) 301,132 additional shares of its common stock under the Angion Biomedica Corp. 2021 Employee Stock Purchase Plan (the “2021 ESPP,” and together with the 2021 Plan, the “Plans”), pursuant to the provisions of the 2021 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 ESPP on December 31, 2022. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

This Registration Statement relates to securities of the same class as those for which earlier Registration Statements on Form S-8 were filed with the Commission on February 9, 2021 (File No. 333-252906) and May 16, 2022 (File No. 333-264995) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2021 Plan and the 2021 ESPP, are incorporated by reference into this Registration Statement.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

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

(a) The Registrant’s Annual Report on [Form 10-K](#) (File No. 001-39990) for the fiscal year ended December 31, 2022, filed with the SEC on March 17, 2023.

(b) The Registrant’s Current Reports on Form 8-K (File No. 001-39990) filed with the SEC on [January 17, 2023](#) and [March 14, 2023](#);

(c) The description of the Registrant’s common stock which is contained in a Registration Statement on [Form 8-A](#) filed on February 2, 2021 (File No. 001-39990) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as updated by [Exhibit 4.5](#) to the Registrant’s Annual Report on Form 10-K filed with the SEC on March 30, 2022, including any amendments or reports filed for the purpose of updating such description.

(d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and 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, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 subsequently filed document that also is 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.

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**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>			
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>
<a href="#">4.1</a>	Amended and Restated Certificate of Incorporation of Angion Biomedica Corp.	8-K	001-39990	3.1	February 9, 2021
<a href="#">4.2</a>	Bylaws of Angion Biomedica Corp.	8-K	001-39990	3.2	February 9, 2021
<a href="#">5.1*</a>	Opinion of Cooley LLP.				
<a href="#">23.1*</a>	Consent of Moss Adams LLP, independent registered public accounting firm.				
<a href="#">23.3*</a>	Consent of Cooley LLP (included in Exhibit 5.1 hereto).				
<a href="#">24.1*</a>	Power of Attorney (included on the signature page hereto).				
<a href="#">99.1</a>	Angion Biomedica Corp. 2021 Incentive Award Plan.	10-K	001-39990	10.6(a)	March 30, 2022
99.2	Form of Stock Option Grant Notice, Stock Option Agreement, Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan.	10-K	001-39990	<a href="#">10.6(b)</a> , <a href="#">10.6(c)</a> , <a href="#">10.6(d)</a>	March 30, 2022
<a href="#">99.3</a>	Angion Biomedica Corp. 2021 Employee Stock Purchase Plan.	10-K	001-39990	10.7	March 30, 2022
<a href="#">107*</a>	Filing Fee Table				

\* Filed herewith.

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## 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 the City of Park City, State of Utah, on this 17th day of March, 2023.

### ANGION BIOMEDICA CORP.

By: /s/ Jay Venkatesan  
Jay Venkatesan, M.D.  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jay R. Venkatesan, M.D. and Jennifer J. Rhodes, 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 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ Jay R. Venkatesan, M.D.</u> Jay R. Venkatesan, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2023
<u>/s/ Gregory S. Curhan</u> Gregory S. Curhan	Chief Financial Officer and Director <i>(Principal Financial and Accounting Officer)</i>	March 17, 2023
<u>/s/ Itzhak D. Goldberg, M.D.</u> Itzhak D. Goldberg, M.D.	Director	March 17, 2023
<u>/s/ Victor F. Ganzi</u> Victor F. Ganzi	Director	March 17, 2023
<u>/s/ Allen R. Nissenson, M.D.</u> Allen R. Nissenson, M.D.	Director	March 17, 2023
<u>/s/ Gilbert S. Omenn, M.D., Ph.D.</u> Gilbert S. Omenn, M.D., Ph.D.	Director	March 17, 2023
<u>/s/ Karen J. Wilson</u> Karen J. Wilson	Director	March 17, 2023



Sara H. Semnani  
T: +1 310 883 6467  
ssemnani@cooley.com

March 17, 2023

Angion Biomedica Corp.  
7-57 Wells Avenue  
Newton, Massachusetts 02459

**Re: Angion Biomedica Corp.**

Ladies and Gentlemen:

We have acted as counsel to Angion Biomedica Corp., 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 1,806,794 shares (the "**Shares**") of the Company's common stock, par value \$0.01 per share ("**Common Stock**"), consisting of (a) 1,505,662 shares of Common Stock issuable pursuant to the Company's 2021 Incentive Award Plan (the "**2021 Plan**") and (b) 301,132 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 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 Plans, and (d) 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 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 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 that 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**  
Sara H. Semnani

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Angion Biomedica Corp. (the “Company”), of our report dated March 17, 2023, relating to the consolidated financial statements of the Company appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022 filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Seattle, WA  
March 17, 2023

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## Calculation of Filing Fee Table

Form S-8  
(Form Type)

Angion Biomedica Corp.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	<b>2021 Incentive Award Plan</b> Common Stock, \$0.01 par value per share	457(c) and 457(h)	1,505,662 <sup>(3)</sup>	\$0.5397 <sup>(2)</sup>	\$812,605.78	.00011020	\$89.55
Equity	<b>2021 Employee Stock Purchase Plan</b> Common Stock, \$0.01 par value per share	457(c) and 457(h)	301,132 <sup>(5)</sup>	\$0.4587 <sup>(4)</sup>	\$138,142.80	.00011020	\$15.22
<b>Total Offering Amounts</b>					\$950,748.58		\$104.77
<b>Total Fees Previously Paid</b>							—
<b>Total Fee Offsets</b>							— <sup>(6)</sup>
<b>Net Fee Due</b>							\$104.77

- (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 of Angion Biomedica Corp. (the “Registrant”) that become issuable under the Registrant’s 2021 Incentive Award Plan (the “2021 Plan”) and the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 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) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the common stock as reported on the Nasdaq Capital Market on March 16, 2023.
- (3) Represents an automatic annual increase equal to 5% of the total number of shares of the Registrant’s capital stock outstanding on December 31, 2022, which annual increase is provided by the 2021 Plan.

- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and 457(c) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated using the average of the high and low prices of the common stock as reported on the Nasdaq Capital Market on March 16, 2023, multiplied by 85%.
  - (5) Represents an automatic annual increase equal to 1% of the total number of shares of the Registrant's capital stock outstanding on December 31, 2022, which annual increase is provided by the 2021 ESPP
  - (6) The Registrant does not have any fee offsets.
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