

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

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

NantHealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-3019889
(I.R.S. Employer
Identification No.)

9920 Jefferson Blvd.
Culver City, California 90230
(Address of principal executive offices, including zip code)

2016 Equity Incentive Plan
Phantom Unit Plan
(Full title of the plan)

Patrick Soon-Shiong, M.D., FRCS (C), FACS
Chairman and Chief Executive Officer
NantHealth, Inc.
9920 Jefferson Blvd.
Culver City, California 90230
(310) 883-1300
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Jeffrey D. Saper
Martin J. Waters
Wilson Sonsini Goodrich & Rosati, P.C.
633 West Fifth Street, 15th Floor
Los Angeles, California 90071
(323) 210-2900

Charles S. Kim
General Counsel
NantHealth, Inc.
9920 Jefferson Blvd.
Culver City, California 90230
(310) 883-1300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

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

CALCULATION OF REGISTRATION FEE

Proposed

Proposed

Title of Securities to be Registered	Amount to be Registered (1)	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2016 Equity Incentive Plan	6,000,000 (2)	\$14.00 (4)	\$84,000,000	\$8,458.80
Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the Phantom Unit Plan	6,230,268 (3)	\$14.00 (4)	\$87,223,752	\$8,783.44
TOTAL:			\$171,223,752	\$17,242.24

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2016 Equity Incentive Plan (the “ **2016 Plan** ”) and the Phantom Unit Plan (the “ **Phantom Unit Plan** ”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents 6,000,000 shares of common stock reserved for issuance pursuant to future awards under the 2016 Plan as of the date of this Registration Statement.
- (3) Represents (a) 1,612,422 shares of common stock reserved for issuance upon the closing of the Registrant's initial public offering on Form S-1 (File No. 333-211196) in exchange for vested phantom units granted under the Phantom Unit Plan and (b) 4,617,846 shares of common stock reserved for issuance in exchange for unvested phantom units granted under the Phantom Unit Plan upon their vesting at dates in the future. No future awards will be made under the Phantom Unit Plan.
- (4) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$14.00 per share, which is the initial public offering price set forth on the cover page of the Registrant's Prospectus dated June 1, 2016 relating to its initial public offering.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. 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 REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

NantHealth, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

(1) The Registrant’s Prospectus dated June 1, 2016, filed with the Commission pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-211196), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed; and

(2) The description of the Registrant’s Common Stock contained in the Company’s Registration Statement on Form 8-A (File No. 001-37792) filed with the Commission on May 31, 2016, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission 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 subsequently filed document which 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a corporation’s board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the Registrant’s amended and restated certificate of incorporation and amended and restated bylaws contain provisions that limit the liability of its directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, the Registrant’s directors will not be personally liable to the Registrant or its stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

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

- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or unlawful stock repurchases or redemptions; and
- any transaction from which the director derived an improper personal benefit.

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 Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of the Registrant's directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with each of its directors and executive officers, in addition to the indemnification provided for in its amended and restated certificate of incorporation and amended and restated bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future. These agreements provide for the indemnification of directors and officers for certain expenses and liabilities incurred in connection with any action, suit, proceeding or alternative dispute resolution mechanism, or hearing, inquiry or investigation that may lead to the foregoing, to which they are a party, or are threatened to be made a party, by reason of the fact that they are or were a director, officer, employee, agent or fiduciary of the Registrant, or any of its subsidiaries, by reason of any action or inaction by them while serving as an officer, director, agent or fiduciary, or by reason of the fact that they were serving at the request of the Registrant as a director, officer, employee, agent or fiduciary of another entity. In the case of an action or proceeding by or in the right of the Registrant or any of its subsidiaries, no indemnification will be provided for any claim where a court determines that the indemnified party is prohibited from receiving indemnification.

The Registrant has purchased and intends to maintain insurance on behalf of each and any person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

See also the undertakings set out in response to Item 9 herein.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index immediately following the Signature Pages.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes that:

- (1) It will 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 the 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 a 20 percent 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 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) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) 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) It will 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 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 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 the City of Culver City, State of California, on the 7th day of June 2016.

NANTHEALTH, INC.

By: /s/ Patrick Soon-Shiong
Dr. Patrick Soon-Shiong, M.D.
Chairman and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Patrick Soon-Shiong as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (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 attorney-in-fact, proxy 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this 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/ Patrick Soon-Shiong</u> Dr. Patrick Soon-Shiong, M.D.	Chairman of the Board of Directors and Chief Executive Officer <i>(Principal Executive Officer)</i>	June 7, 2016
<u>/s/ Paul Holt</u> Paul Holt	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 7, 2016
<u>/s/ Michael S. Sitrick</u> Michael S. Sitrick	Director	June 7, 2016
<u>/s/ Kirk K. Calhoun</u> Kirk K. Calhoun	Director	June 7, 2016
<u>/s/ Mark Burnett</u> Mark Burnett	Director	June 7, 2016
<u>/s/ Edward Miller</u> Edward Miller	Director	June 7, 2016
<u>/s/ Michael D. Blaszyk</u> Michael D. Blaszyk	Director	June 7, 2016

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference</u>			
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1	Specimen common stock certificate of the Registrant	S-1/A	333-211196	4.1	May 19, 2016
4.2	2016 Equity Incentive Plan, and forms of agreements thereunder	S-1	333-211196	10.12	May 6, 2016
4.3	NantHealth, LLC Phantom Unit Plan	S-1	333-211196	10.11	May 6, 2016
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation				
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm				
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)				
23.3	Consent of Mayer Hoffman McCann P.C., Independent Auditors				
23.4	Consent of BDO USA, LLP, Independent Auditors				
23.5	Consent of Ernst & Young LLP, Independent Auditors				
24.1	Power of Attorney (contained on signature page hereto)				

June 7, 2016

NantHealth, Inc.
9920 Jefferson Blvd.
Culver City, California 90230

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by NantHealth, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of (i) 6,000,000 shares of Common Stock reserved for issuance pursuant to the 2016 Equity Incentive Plan and (ii) 6,230,268 shares of Common Stock which are subject to currently outstanding vested and unvested phantom share units pursuant to the Phantom Unit Plan (which plans are referred to herein as the "Plans" and which shares of Common Stock are referred to herein as the "Shares").

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the NantHealth, Inc. 2016 Equity Incentive Plan and Phantom Unit Plan, of our report dated April 4, 2016, except for Note 20 as to which the date is June 1, 2016, included in the Registration Statement (Form S-1 No. 333-211196) and related Prospectus of NantHealth, Inc., as filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California

June 6, 2016

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of NantHealth, Inc. on its Form S-8 dated June 6, 2016 of our report dated April 4, 2016, except for the subsequent events noted in Note 14, as to which the date is June 2, 2016, with respect to the consolidated and combined financial statements of NantOmics, LLC and subsidiaries, which comprise the consolidated balance sheets as of December 31, 2015 and 2014, and the related consolidated and combined statements of operations and comprehensive loss, changes in members' equity, and cash flows for the years ended December 31, 2015, 2014 and 2013, and related notes to the financial statements.

/s/ Mayer Hoffman McCann, P.C.

Los Angeles, California
June 6, 2016

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

NantHealth, Inc.
Culver City, California

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated July 24, 2015, relating to the consolidated financial statements of Expression Pathology Incorporated (d/b/a OncoPlex Diagnostics), which is referred to in that Prospectus. Our report contains an explanatory paragraph regarding the ability of Expression Pathology Incorporated (d/b/a OncoPlex Diagnostics) to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ **BDO USA, LLP**

McLean, Virginia
June 6, 2016

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Incentive Plan and Phantom Unit Plan of NantHealth, Inc. of our report dated April 4, 2016, with respect to the consolidated financial statements of 3BE Holdings, LLC., included in the Registration Statement (Form S-1 No. 333-211196) and related Prospectus of NantHealth, Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 6, 2016