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

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

ALLENA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-2729920
(I.R.S. employer
identification no.)

**One Newton Executive Park, Suite 202
Newton, Massachusetts 02462**
(Address of principal executive offices)

Allena Pharmaceuticals, Inc. 2017 Stock Option and Incentive Plan
(Full title of the plan)

Louis Brenner
Chief Executive Officer and President
Allena Pharmaceuticals, Inc.
One Newton Executive Park, Suite 202
Newton, Massachusetts 02462
(Name and address of agent for service)

(617) 467-4577
(Telephone Number, Including area code, of Agent for Service)

Copy to:

Michael H. Bison
Daniel Lang
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000
Fax: (617) 523-1231

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	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration Fee
Common Stock (par value \$0.001)	832,361 shares (3)	\$7.085	\$5,897,277.69	\$714.75

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock which become issuable under the Allena Pharmaceuticals, Inc. 2017 Stock Option and Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant's Common Stock, as quoted on the Nasdaq Global Select Market, on March 1, 2019.
- (3) Represents an automatic increase to the number of shares of Common Stock to the number of shares available for issuance under the Plan, effective January 1, 2019. Shares available for issuance under the Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on March 27, 2018 (Registration No. 333-223939) and November 2, 2017 (Registration No. 333-221306).

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2017 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2018, by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 832,361 shares. This Registration Statement registers these additional 832,361 shares of Common Stock. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statements filed on Form S-8 on March 27, 2018 (Registration No. 333-223939) and November 2, 2017 (Registration No. 333-221306) are effective. The information contained in the Registrant's registration statements on Form S-8 (Registration No. 333-223939 and Registration No. 333-221306) are hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (1)
4.2	Amended and Restated Bylaws of the Registrant (2)
4.3	Form of common stock certificate of the Registrant (3)
4.4	Second Amended and Restated Investors' Rights Agreement, by and between the Registrant and the Investors named therein, dated as of November 25, 2015 (4)
4.5	Warrant to Purchase Stock issued to Silicon Valley Bank, dated May 2, 2016 (5)
4.6	Warrant to Purchase Stock issued to Silicon Valley Bank, dated August 18, 2014 (6)
5.1	Opinion of Goodwin Procter LLP*
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm*
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)*
24.1	Power of Attorney (included in the signature page to this Registration Statement on Form S-8)*
99.1	2017 Stock Option and Incentive Plan and forms of option agreements thereunder (7)

- (1) Filed as Exhibit 3.1 to the Registrant's Form 8-K, filed previously with the Commission on November 6, 2017 and incorporated by reference herein.
- (2) Filed as Exhibit 3.2 to the Registrant's Form 8-K, filed previously with the Commission on November 6, 2017 and incorporated by reference herein.
- (3) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-220857), filed previously with the Commission on October 23, 2017 and incorporated by reference herein.
- (4) Filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-220857), filed previously with the Commission on October 6, 2017 and incorporated by reference herein.
- (5) Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-220857), filed previously with the Commission on October 6, 2017 and incorporated by reference herein.
- (6) Filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-220857) filed previously with the Commission on October 6, 2017 and incorporated by reference herein.
- (7) Filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-220857), filed previously with the Commission on October 23, 2017 and incorporated by reference herein.
- * Filed herewith.

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 Newton, Commonwealth of Massachusetts, on March 7, 2019.

ALLENA PHARMACEUTICALS, INC.

By: /s/ Louis Brenner
Louis Brenner, M.D.
Chief Executive Officer and President

POWER OF ATTORNEY

We, the undersigned officers and directors of Allena Pharmaceuticals, Inc., hereby severally constitute and appoint Louis Brenner, M.D. and Edward Wholihan, and each of them singly, our true and lawful attorneys, with full power to sign for us in our names in the capacities indicated below, any 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, and generally to do all things in our names and on our behalf in our capacities as officers and directors to enable Allena Pharmaceuticals, Inc., to comply with the provisions of the Securities Act of 1933, as amended, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated and on the date indicated.

<u>Signature</u>	<u>Title</u>	
<u>/s/ Louis Brenner</u> Louis Brenner, M.D.	Chief Executive Officer and President, Director <i>(Principal Executive Officer)</i>	March 7, 2019
<u>/s/ Edward Wholihan</u> Edward Wholihan	Chief Financial Officer <i>(Principal Accounting Officer)</i>	March 7, 2019
<u>/s/ Alexey Margolin</u> Alexey Margolin, Ph.D.	Chairman	March 7, 2019
<u>/s/ Robert Alexander</u> Robert Alexander, Ph.D.	Director	March 7, 2019
<u>/s/ Axel Bolte</u> Axel Bolte	Director	March 7, 2019
<u>/s/ Andrew A. F. Hack</u> Andrew A. F. Hack, M.D., Ph.D.	Director	March 7, 2019
<u>/s/ Gino Santini</u> Gino Santini	Director	March 7, 2019
<u>/s/ Robert Tepper</u> Robert Tepper, M.D.	Director	March 7, 2019
<u>/s/ James N. Topper</u> James N. Topper, M.D., Ph.D.	Director	March 7, 2019

March 7, 2019

Allena Pharmaceuticals, Inc.
One Newton Executive Park, Suite 202
Newton, Massachusetts 02462

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

Ladies and Gentlemen:

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 832,361 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Allena Pharmaceuticals, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2017 Stock Option and Incentive Plan (collectively, the "Plan").

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 Plan, will be validly issued, fully paid and nonassessable.

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,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2017 Stock Option and Incentive Plan of Allena Pharmaceuticals, Inc. of our report dated March 7, 2019, with respect to the consolidated financial statements of Allena Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 7, 2019