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

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

MARAVAI LIFESCIENCES HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

10770 Wateridge Circle, Suite 200
San Diego, CA
(Address of Principal Executive Offices)

85-2786970
(I.R.S. Employer
Identification No.)

92121
(Zip Code)

Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan
(Full title of the plan)

Kurt Oreshack
General Counsel and Secretary
10770 Wateridge Circle, Suite 200
San Diego, CA 92121
(Name and address of agent for service)

(858) 546-0004
(Telephone number, including area code, of agent for service)

Copies to:

Robert E. Goedert, P.C.
Katie J. Holahan
Kirkland & Ellis LLP
333 West Wolf Point Plaza
Chicago, Illinois 60654
(312) 862-2000

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 ☒
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. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering an additional 50,000,000 shares of Class A common stock, \$0.01 par value per share (“Common Stock”), of Maravai LifeSciences Holdings, Inc. (the “Company”), which have been authorized and reserved for issuance under the Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan (the “Plan”) and include shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling, automatic share reserve increase and other terms and provisions of the Plan. In accordance with General Instruction E to Form S-8, the Company’s registration statement on [Form S-8](#) relating to the Plan and the Maravai LifeSciences Holdings, Inc. [2020 Employee Stock Purchase Plan](#), previously filed with the Securities and Exchange Commission on November 23, 2020 (File No. 333-250895), is incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement.

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Maravai LifeSciences Holdings, Inc. dated November 19, 2020 (incorporated by reference to Exhibit 3.1 to Maravai LifeSciences Holdings, Inc.'s Form 8-K filed on November 25, 2020).</u>
4.2	<u>Amended and Restated Bylaws of Maravai LifeSciences Holdings, Inc. dated November 19, 2020 (incorporated by reference to Exhibit 3.2 to Maravai LifeSciences Holdings, Inc.'s Form 8-K filed on November 25, 2020).</u>
4.3	<u>Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to Maravai LifeSciences Holdings, Inc.'s Registration Statement on Form S-8 filed on November 23, 2020).</u>
5.1*	<u>Opinion of Kirkland & Ellis LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP.</u>
23.2*	<u>Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).</u>
24*	<u>Powers of Attorney (included on the signature page to this Registration Statement).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on May 12, 2025.

MARAVAI LIFESCIENCES HOLDINGS, INC.

By: /s/ Kevin M. Herde

Name: Kevin M. Herde

Title: Chief Financial Officer

Each person whose signature appears below constitutes and appoints, jointly and severally, Kevin M. Herde and Kurt Oreshack, as his or her attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on FormS-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, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may 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 date indicated.

Signature	Title	Date
<u>/s/ William E. Martin, III</u> William E. Martin, III	Chief Executive Officer and Director (Principal Executive Officer)	May 12, 2025
<u>/s/ Kevin M. Herde</u> Kevin M. Herde	Chief Financial Officer (Principal Financial and Accounting Officer)	May 12, 2025
<u>/s/ Robert Andrew Eckert</u> Robert Andrew Eckert	Chairman of the Board	May 12, 2025
<u>/s/ Sean Cunningham</u> Sean Cunningham	Director	May 12, 2025
<u>/s/ Benjamin Daverman</u> Benjamin Daverman	Director	May 12, 2025
<u>/s/ John DeFord</u> John DeFord, Ph.D.	Director	May 12, 2025
<u>/s/ Susannah Gray</u> Susannah Gray	Director	May 12, 2025
<u>/s/ Jessica Hopfield</u> Jessica Hopfield, Ph.D.	Director	May 12, 2025
<u>/s/ Gregory T. Lucier</u> Gregory T. Lucier	Director	May 12, 2025

/s/ Luke Marker
Luke Marker

Director

May 12, 2025

/s/ Constantine Mihas
Constantine Mihas

Director

May 12, 2025

/s/ Murali K. Prahalad
Murali K. Prahalad, Ph.D.

Director

May 12, 2025

KIRKLAND & ELLIS LLP

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May 12, 2025

Facsimile:
+1 312 862 2200

Maravai LifeSciences Holdings, Inc.
10770 Wateridge Circle, Suite 200
San Diego, CA 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as special counsel to Maravai LifeSciences Holdings, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) on the date hereof under the Securities Act of 1933, as amended (the “Act”), covering the proposed registration by the Company of up to 50,000,000 shares of its Class A common stock, par value \$0.01 per share (the “Shares”), pursuant to the Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan (the “Plan”), including Shares that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.

In connection therewith, we have examined and relied on originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary, appropriate or relevant for the purposes of this opinion, including: (i) the corporate and organizational documents of the Company, including its Amended and Restated Certificate of Incorporation, (ii) minutes and records of the proceedings of the Company with respect to the issuance and sale of the Shares, (iii) the Plan and (iv) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, and instead have relied upon statements and representations of officers and other representatives of the Company and others.

Austin Bay Area Beijing Boston Brussels Dallas Frankfurt Hong Kong Houston London Los Angeles Miami Munich New York Paris Philadelphia Riyadh Salt Lake City
Shanghai Washington, D.C.

KIRKLAND & ELLIS LLP

Maravai LifeSciences Holdings, Inc.
May 12, 2025
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Based upon and subject to the foregoing qualifications, assumptions and limitations and further limitations set forth below, we are of the opinion that the Shares are duly authorized and (i) when the Registration Statement related to the Shares becomes effective under the Act, (ii) when the Shares have been duly issued in accordance with the terms of the Plan, (iii) when the Shares are duly countersigned by the Company's registrar, and (iv) upon receipt by the Company of the consideration to be paid therefor, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares which the Company is authorized to issue in its Amended and Restated Certificate of Incorporation exceeds the number of shares outstanding and the number of shares which the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes other than issuances in connection with the Plan by at least the number of Shares which may be issued in connection with the Plan and we have assumed that such condition will remain true at all future times relevant to this opinion. We have assumed that the Company will cause certificates, if any, representing the Shares issued in the future to be properly executed and delivered and will take all other actions appropriate for the issuances of such Shares. The opinion expressed above assumes that the Registration Statement related to the Shares will become effective under the Act before any Shares covered by such Registration Statement are sold.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission (the "Commission") as Exhibit 5.1 to the Registration Statement. In giving this 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.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion after the date of effectiveness should the present laws of the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof. This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (FormS-8) pertaining to the Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan of our reports dated March 18, 2025, with respect to the consolidated financial statements of Maravai LifeSciences Holdings, Inc. and the effectiveness of internal control over financial reporting of Maravai LifeSciences Holdings, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/S/ Ernst & Young LLP

San Mateo, California
May 12, 2025

**FEE TABLES FOR
FORM S-8**

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Maravai LifeSciences Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.01 par value per share	Rule 457(c) and (h)	50,000,000 ⁽²⁾	\$2.07	\$103,500,000	0.00015310	\$15,845.85
Total Offering Amounts					\$103,500,000		\$15,845.85
Total Fee Offsets							N/A
Net Fee Due							\$15,845.85

- (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 Class A common stock, \$0.01 par value per share (“Common Stock”), which may become issuable under the Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction affecting the Common Stock.
- (2) Represents additional shares of Common Stock reserved and available for delivery with respect to awards issued under the Plan, which include shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling, automatic share reserve increase and other terms and conditions of the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The price of \$2.07 per share represents the average of the high and low price of a share of the Common Stock on May 7, 2025, as reported on The Nasdaq Global Select Market.