

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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uniQure N.V.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

UNIQUE N.V.

(Exact Name of Registrant as Specified in Its Charter)

Netherlands

(State or Other Jurisdiction of Incorporation or
Organization)

N/A

(I.R.S. Employer Identification
No.)

**Paasheuvelweg 25a,
1105 BP Amsterdam, The Netherlands**
(Address of Principal Executive Offices)

N/A
(Zip Code)

2014 Share Incentive Plan
(Full Title of the Plans)

**uniQure, Inc.
113 Hartwell Avenue
Lexington, MA 02421**
(Name and Address of Agent For Service)

Tel: +31 20 566 7394
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

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Morgan, Lewis & Bockius UK LLP
Condor House, 5-10 St. Paul's Churchyard
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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 12b2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer
(Do not check if a smaller reporting company) ☐

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 13(a) of the Exchange Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares	4,000,000(1)(2)\$	27.06(3)\$	108,240,000(3)\$	11,808.98(3)

(1) Represents an additional 4,000,000 ordinary shares, par value €0.05 per share, of the Registrant (“Ordinary Shares”) reserved and available for issuance under the Registrant’s 2014 Share Incentive Plan, as amended (the “2014 Plan”).

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover an indeterminate amount of additional Ordinary Shares that may from time to time be issuable under the 2014 Plan as a result of any share split, share dividend or similar transactions.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Ordinary Shares as reported on the Nasdaq Global Select Market on July 16, 2021.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by uniQure N.V. (the “Registrant” or the “Company”) solely for the purpose of registering an additional 4,000,000 Ordinary Shares, par value €0.05 per share, of the Registrant (the “Ordinary Shares”) to be offered to participants under the Registrant’s 2014 Share Incentive Plan, which was originally adopted at the annual general meeting of the Registrant’s shareholders on January 9, 2014 and subsequently amended and restated effective as of June 13, 2018.

On April 30, 2021, the amendment to the 2014 Plan was approved by the board of directors of the Registrant and was subsequently approved by the Registrant’s shareholders on June 16, 2021.

In accordance with General Instruction E to Form S-8, the contents of the Company’s Registration Statements on Form S-8 registering (i) 1,531,471 Ordinary Shares issuable under 2014 Share Incentive Plan previously filed with the Securities and Exchange Commission (the “Commission”) on August 6, 2014 (File No. 333-197887), (ii) 4,070,000 Ordinary Shares issuable under the 2014 Share Incentive Plan previously filed with the Commission on May 15, 2017 (File No. 333-218005), and (iii) 3,000,000 Ordinary Shares issuable under the 2014 Share Incentive Plan previously filed with the Commission on June 14, 2018 (File No. 333-225629) are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

(a) The Registrant's annual report on Form 10-K for fiscal year ended December 31, 2020 filed with the Commission on March 1, 2021 (the "Annual Report").

(b) The Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2021 filed with the Commission on May 10, 2021.

(c) Current Reports on Form 8-K filed with the Commission on January 7, 2021, February 2, 2021, March 2, 2021, April 5, 2021, April 22, 2021, April 26, 2021, May 7, 2021, May 21, 2021, June 21, 2021 and June 23, 2021.

(d) The description of the securities contained in the registrant's registration statement on Form 8-A (Registration No. 001-36294) filed with the Commission on January 31, 2014, as updated by "Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934" as filed as Exhibit 4.1 to the Annual Report, and any amendment or report filed for the purposes of updating such description.

All documents filed by the Registrant with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934, as amended subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, provided, however, that documents or information deemed to have been furnished to, rather than filed with, the Commission shall not be deemed incorporated by reference in 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such 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.

Although Dutch law does not expressly provide for the indemnification of officers and directors, the concept of indemnification of directors of a company for liabilities arising from their actions as members of the board is, in principle, accepted in the Netherlands. The registrant's articles of association, in principle, provide for indemnification of the board of directors by the company to the fullest extent permitted by Dutch law against liabilities, expenses and amounts paid in settlement relating to claims, actions, suits or proceedings to which a director becomes a party as a result of his or her position.

In addition, the registrant maintains insurance on behalf of its directors and certain other representatives against damages resulting from their conduct when acting in their capacities as such directors or representatives.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Number	Description
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-
- [5.1](#) [Opinion of Rutgers Posch Visée Endedijk N.V., counsel to the Registrant](#)
- [23.1](#) [Consent of Rutgers Posch Visée Endedijk N.V. \(included in Exhibit No. 5.1\)](#)
- [23.2](#) [Consent of KPMG Accountants N.V., Independent Registered Public Accounting Firm](#)
- [23.3](#) [Consent of PricewaterhouseCoopers Accountants N.V., Independent Registered Public Accounting Firm](#)
- [24.1](#) [Power of attorney \(included on the signature pages of this registration statement\)](#)

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 Amsterdam, the Netherlands, on July 20, 2021.

UNIQUE N.V.

By: /s/ Matthew Kapusta
Matthew Kapusta
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew Kapusta and Christian Klemt, and each of them, as his or her true and lawful agent, proxy and attorney-in-fact, each acting alone, 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 (i) act on, sign, and file with the SEC any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
<u>/s/ Matthew Kapusta</u> Matthew Kapusta	Chief Executive Officer and Director (Principal Executive Officer)	July 20, 2021
<u>/s/ Christian Klemt</u> Christian Klemt	Chief Financial Officer (Principal Financial Officer)	July 20, 2021

<u>/s/ Madhavan Balachandran</u> Madhavan Balachandran	Director	July 20, 2021
<u>/s/ Robert Gut</u> Robert Gut	Director	July 20, 2021
<u>/s/ Jack Kaye</u> Jack Kaye	Director	July 20, 2021
<u>/s/ David Meek</u> David Meek	Director	July 20, 2021
<u>/s/ Leonard Post</u> Leonard Post	Director	July 20, 2021
<u>/s/ Jeremy Springhorn</u> Jeremy Springhorn	Director	July 20, 2021
<u>/s/ Paula Soteropoulos</u> Paula Soteropoulos	Director	July 20, 2021

AUTHORIZED UNITED STATES REPRESENTATIVE

Pursuant to the requirement of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the aforementioned Registrant, has signed this Registration Statement on July 20, 2021.

UNIQUE, INC.

By: /s/ David Cervený

Name: David Cervený

Title: General Counsel



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uniQure N.V.
Paasheuvelweg 25
1105 BP Amsterdam
The Netherlands

Date: 20 July 2021

uniQure N.V. - SEC form S-8 filing opinion letter

Dear Sir, Madam,

1. Introduction

We have acted as legal counsel to the Company as to certain matters of Dutch Law in connection with the Registration Statement.

2. Definitions

Certain terms used in this opinion letter are defined in Annex 1 (Definitions) hereto.

3. Dutch Law

We express an opinion on Dutch Law only, (i) including case law but only if published in printed form, and (ii) excluding tax, competition and procurement laws and, for the avoidance of doubt, the laws of the European Union insofar as not implemented in Dutch Law or directly applicable in the Netherlands. Our investigation has further been limited to the text of the documents. We have not investigated the meaning and effect of any document governed by a law other than Dutch Law. The opinions expressed herein are rendered only as at the date of this opinion letter and we assume no obligation to advise you of facts, circumstances, events or changes in Dutch Law that may hereafter arise or be brought to our attention and that may alter, affect or modify the opinions expressed herein.

4. Scope of investigation

For the purpose of this opinion letter, we have examined and relied solely upon copies of the following documents:

4.1 the Equity Award Documentation;

4.2 the Registration Statement;

Rutgers & Posch is the tradename of Rutgers Posch Visée Endedijk N.V. in Amsterdam (Traderegister no. 56919891). The general terms and conditions of Rutgers & Posch, which stipulate a limitation of liability, the applicability of Dutch law and the exclusive jurisdiction of the district court in Amsterdam, are applicable to all work performed. The general terms and conditions are available at www.rutgersposch.com.

4.3 the Extract;

4.4 the Deed of Incorporation;

- 4.5 the Articles of Association;
- 4.6 the Resolutions; and
- 4.7 the Company Certificate.

In addition, we have performed such other investigations as we considered necessary for the purpose of this opinion letter.

5. Assumptions

For the purpose of this opinion letter, we have assumed that:

- 5.1 all copies of documents conform to the originals and that all originals are authentic and complete;
- 5.2 each signature is the genuine signature of the individual concerned;
- 5.3 the equity award documentation as executed by the parties thereto conforms to the Equity Award Documentation;
- 5.4 all factual matters, statements in documents, confirmations and other results of our investigation, relied upon or assumed herein, are true and accurate as at the date of this opinion letter;
- 5.5 the Registration Statement has been or will be filed with the SEC in the form referred to in this opinion letter;
- 5.6 the issue of any Shares or of any rights to acquire Shares has been or will be validly authorised in accordance with the articles of association of the Company in force and effect at the time of authorisation;
- 5.7 any pre-emptive rights in respect of the issue of any Shares or of any rights to acquire Shares have been or will be observed or validly excluded in accordance with the articles of association of the Company in force and effect at the time of observance or exclusion;
- 5.8 the authorised share capital of the Company at the time of the issue of any Shares was or will be sufficient to allow for the issue;
- 5.9 any Shares have been or will be (i) issued in the form and manner prescribed by the articles of association of the Company in force and effect at the time of issue, and (ii) accepted by the subscribers for them in accordance with all applicable laws (including, for the avoidance of doubt, Dutch Law); and
- 5.10 the nominal amount of any Shares and any agreed share premium thereon have been or will be validly paid.

6. Opinion

Based upon the foregoing and subject to any factual matters and documents not disclosed to us in the course of our investigation, and subject to paragraph 7, we express the following opinion:

- 6.1 The Shares, when issued, have been or will have been validly issued, have been or will have been fully paid and are or will be non-assessable¹.

¹ The term “non-assessable” has no equivalent in Dutch and as used in this letter means that a holder of a share will not, by reason of merely being such a holder, be subject to assessments or calls by the Company or its creditors for further payment (in addition to the amount required for the share to be fully paid) on such share.

7. Reliance

7.1 This opinion letter is furnished to you in order to be filed as an exhibit to the Registration Statement and may only be relied upon by you for the purpose of the Registration. We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under section 7 of the U.S. Securities Act or the rules and regulations promulgated thereunder.

7.2 This opinion letter may only be relied upon by you on the condition, and by accepting this opinion letter you agree with us, that (i) this opinion letter including the agreement in this paragraph 7.2 and any issues of interpretation or liability arising hereunder will be governed by Dutch Law and be brought before a court in the Netherlands exclusively, (ii) no person other than Rutgers Posch Visée Endedijk N.V. will have any liability pursuant to or in connection with this opinion letter, and (iii) any possible liability of Rutgers Posch Visée Endedijk N.V. is limited to the amount available and payable under Rutgers Posch Visée Endedijk N.V.'s professional malpractice insurance coverage.

Yours faithfully,

/s/ Rutgers Posch Visée Endedijk N.V.

Annex 1

Definitions

“**2014 Plan**” means the 2014 share incentive plan of the Company, as amended;

“**Articles of Association**” means the articles of association (*statuten*) of the Company, dated 15 June 2017, as deposited with the Chamber of Commerce;

“**Chamber of Commerce**” means the Dutch Chamber of Commerce;

“**Company**” means uniQure N.V., a public limited liability company (*naamloze vennootschap*) incorporated under Dutch Law, having its corporate seat in Amsterdam, the Netherlands, and registered with the trade register of the Chamber of Commerce under number 54385229;

“**Company Certificate**” means the certificate dated 19 July 2021 attached as Annex 2 (Company Certificate) hereto;

“**Deed of Incorporation**” means the deed of incorporation of the Company, dated 9 January 2012, as deposited with the Chamber of Commerce;

“**Dutch Law**” means the laws of the Kingdom of the Netherlands excluding Aruba, Bonaire, Curacao, Saba, Sint Eustatius and Sint Maarten (**the Netherlands**) as they currently stand and are applied by the courts of the Netherlands;

“**Equity Award Documentation**” means (i) the form of share option agreement to be entered into between the Company and a participant, (ii) the form of restricted share unit agreement to be entered into between the Company and a participant, with document number EU1/53399607.8, and (iii) the form of performance share unit agreement to be entered into between the Company and a participant, with document number EU1/90093673.2;

“**Extract**” means an extract from the trade register of the Chamber of Commerce relating to the Company, dated 14 June 2018;

“**Insolvency**” means a suspension of payments (*surseance van betaling*), a bankruptcy (*faillissement*) or any equivalent or analogous regime under the laws of any foreign country;

“**Purchase Plan**” means the employee share purchase plan of the Company;

“**Shares**” means the 4,000,000 ordinary shares in the share capital of the Company with a nominal value of EUR 0.05 each, issued or to be issued by the Company under the 2014 Plan pursuant to the Registration Statement;

“**Registration**” means the registration of the Shares with the SEC under the U.S. Securities Act;

“**Registration Statement**” means the registration statement on form S-8 in relation to the Registration filed or to be filed with the SEC as at the date hereof (excluding any documents incorporated by reference in it and any exhibits to it);

“**Resolutions**” means the resolutions of the general meeting of shareholders of the Company set out in the notice convening, and the voting results of, the annual general meeting of shareholders of the Company held on 13 June 2018;

“**SEC**” means the U.S. Securities and Exchange Commission; and

“**U.S. Securities Act**” means the U.S. Securities Act of 1933, as amended.

Annex 1-1

Annex 2

Company Certificate

From: the executive director of uniQure N.V.

Dated: 20 July 2021

The undersigned:

Matthew Kapusta, acting in his capacity as executive director of uniQure N.V., a public limited liability company (*naamloze vennootschap*) incorporated under Dutch law, having its corporate seat in Amsterdam, the Netherlands, and registered with the trade register of the Dutch Chamber of Commerce under number 54385229 (the **Company**).

Background:

- A. The Company intends to seek the Registration with the SEC of the Registration Statement;
 - B. In connection with the Registration, as at the date of this Company Certificate, Rutgers Posch Visée Endedijk N.V. intends to issue a legal opinion in the form attached to this certificate (the Legal Opinion);
 - C. This Company Certificate is the “Company Certificate” as defined in the Legal Opinion; and
 - D. The undersigned makes the certifications in this Company Certificate after due and careful consideration and after having made all necessary enquiries.
1. Construction
 - 1.1 Terms defined in the Legal Opinion have the same meaning in this Company Certificate.
 - 1.2 In this Company Certificate “including” means “including without limitation”.
 2. Certification

The undersigned certifies the following:

- 2.1 Authenticity

As at the date of this Company Certificate the Extract accurately and completely reflects the matters purported to be evidenced thereby, except that the Extract does not reflect the up-to-date share capital of the Company.

2.2 Solvency

The Company is not subject to any Insolvency, dissolution, liquidation, statutory merger or demerger and its assets are not under administration.

2.3 Issue

The number of ordinary shares in the share capital of the Company with a nominal value of EUR 0.05 each issued or to be issued under the 2014 Plan and pursuant to the Registration Statement will not exceed a maximum of 8,601,471.

Annex 2-1

2.4 General

The undersigned is not aware of:

- (i) any claim (whether actual or threatened and including any claim, litigation, arbitration or administrative or regulatory proceedings) to the contrary of the certifications in this Company Certificate; or
- (ii) any fact or circumstance which he understands or suspects has or might have any impact on the correctness of the Legal Opinion and which has not been disclosed to Rutgers Posch Visée Endedijk N.V. in writing.

3. Reliance

Rutgers Posch Visée Endedijk N.V. may rely on this Company Certificate (without personal liability for the undersigned).

In evidence whereof this Company Certificate was signed in the manner set out below.

/s/ Matthew Kapusta

Matthew Kapusta

Annex 2-2

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 1, 2021, with respect to the consolidated financial statements of uniQure N.V., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Amstelveen, the Netherlands

July 20, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of uniQure N.V. of our report dated February 28, 2019 relating to the financial statements, which appears in uniQure N.V.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ R.M.N. Admiraal RA

PricewaterhouseCoopers Accountants N.V.
Amsterdam, the Netherlands

July 20, 2021
