

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

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

RXSIGHT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3268801
(I.R.S. Employer
Identification Number)

100 Columbia
Aliso Viejo, CA 92656
(949) 521-7830
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2021 Equity Incentive Plan
(Full title of the plan)

Ron Kurtz, M.D.
President and Chief Executive Officer
RxSight, Inc.
100 Columbia
Aliso Viejo, CA 92656
(949) 521-7830

(Name, address, including zip code, and telephone number, including area code, of agent for service)
Copies to:

Martin J. Waters
Robert L. Wernli, Jr.
Wilson Sonsini Goodrich & Rosati, P.C.
12235 El Camino Real
San Diego, CA 92130
(858) 350-2300

Shelley Thunen
Chief Financial Officer
RxSight, Inc.
100 Columbia
Aliso Viejo, CA 92656
(949) 521-7830

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 checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement on Form S-8 (the “Registration Statement”) is filed by RxSight, Inc. (the “Registrant”) for the purpose of registering 1,445,580 additional shares of common stock of the Registrant that may be issued pursuant to the RxSight, Inc. 2021 Equity Incentive Plan.

In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statements on [Form S-8](#) filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on July 30, 2021 (File No. 333-258292), [Form S-8](#) filed by the Registrant with the SEC on March 8, 2022 (File No. 333-263374) and [Form S-8](#) filed by the Registrant with the SEC on March 6, 2023 (File No. 333-270301) are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the SEC on February 28, 2024 (the “Annual Report”);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-40690) filed with the SEC on July 28, 2021, pursuant to Section 12(b) of 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 SEC 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 8. 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	333-257790	4.2	July 26, 2021
4.2	2021 Equity Incentive Plan, and form agreements thereunder	10-Q	001-40690	10.2	November 10, 2021
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation				
23.1*	Consent of Independent Registered Public Accounting Firm				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)				
24.1*	Power of Attorney (contained on signature page hereto)				
107*	Filing Fee Table				
*	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 Aliso Viejo, State of California, on February 28, 2024.

RXSIGHT, INC.

By: /s/ Ron Kurtz, M.D.
Ron Kurtz, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ron Kurtz, M.D. and Shelley Thunen as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and substitution, for him or her and in their name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments thereto (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 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 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/ Ron Kurtz, M.D.</u> Ron Kurtz, M.D.	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 28, 2024
<u>/s/ Shelley Thunen</u> Shelley Thunen	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	February 28, 2024
<u>/s/ J. Andy Corley</u> J. Andy Corley	Chair of the Board	February 28, 2024
<u>/s/ William J. Link, Ph.D.</u> William J. Link, Ph.D.	Director	February 28, 2024
<u>/s/ Juliet Tammenoms Bakker</u> Juliet Tammenoms Bakker	Director	February 28, 2024
<u>/s/ Julie Andrews</u> Julie Andrews	Director	February 28, 2024
<u>/s/ Robert Palmisano</u> Robert Palmisano	Director	February 28, 2024
<u>/s/ Robert Warner</u> Robert Warner	Director	February 28, 2024
<u>/s/ Shweta Singh Maniar</u> Shweta Singh Maniar	Director	February 28, 2024
<u>/s/ Tamara R. Fountain, M.D.</u> Tamara R. Fountain, M.D.	Director	February 28, 2024



Wilson Sonsini Goodrich & Rosati
Professional Corporation
12235 El Camino Real
San Diego, California 92130
o: 858-350-2300
f: 858-350-2399

February 28, 2024

RxSight, Inc.
100 Columbia
Aliso Viejo, California 92656

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 RxSight, Inc., a Delaware corporation (the "Company"), 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 1,445,580 shares (the "Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock") reserved for future issuance under the Company's 2021 Equity Incentive Plan (the "2021 Plan"). As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under the 2021 Plan.

It is our opinion that the Shares, when issued and sold in the manner referred to in the 2021 Plan and pursuant to the agreements that accompany the 2021 Plan, 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,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI,
Professional Corporation

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the RxSight, Inc. 2021 Equity Incentive Plan of RxSight, Inc. of our reports dated February 28, 2024, with respect to the consolidated financial statements of RxSight, Inc. and the effectiveness of internal control over financial reporting of RxSight, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California
February 28, 2024

Calculation of Filing Fee Table
Form S-8
(Form Type)

RxSight, Inc.
(Exact name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation on Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2021 Equity Incentive Plan	457(c) and 457(h)	1,445,580 ⁽²⁾	\$ 55.47 ⁽³⁾	\$ 80,186,322.60	0.00014760	\$ 11,835.50
	Total Offering Amounts		1,445,580		\$ 80,186,322.60		\$ 11,835.50
	Total Fee Offsets						—
	Net Fee Due						\$ 11,835.50

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock (the “Common Stock”) that become issuable under the 2021 Equity Incentive Plan (the “2021 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 additional shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2024 pursuant to an “evergreen” provision contained in the 2021 Plan. Pursuant to the provision contained in the 2021 Plan, on the first day of each fiscal year beginning with the 2022 fiscal year, the number of shares authorized for issuance under the 2021 Plan is automatically increased in an amount equal to the least of (i) 7,260,406 shares of Common Stock, (ii) four percent (4%) of the outstanding number of shares of Common Stock on the last day of the immediately preceding fiscal year, or (iii) such number of shares of Common Stock as determined by the administrator of the 2021 Plan.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$55.47 per share, which is the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Stock Market LLC on February 23, 2024.

