

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

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

**BELLUS HEALTH INC.**  
(Exact name of registrant as specified in its charter)

Canada  
(State or other jurisdiction of  
incorporation or organization)

Not applicable  
(I.R.S. Employer  
Identification No.)

275 Armand-Frappier Blvd.  
Laval, Québec  
Canada  
(Address of Principal Executive Offices)

H7V 4A7  
(Zip Code)

Stock Option Plan  
(Full title of the plan)

C T Corporation System  
1015 15th Street, NW  
Suite 1000  
Washington, District of Columbia 20005  
(Name and address of agent for service)

(202) 572-3111  
(Telephone number, including area code, of agent for service)

Copy to:

<b>Ramzi Benamar</b> <b>BELLUS Health Inc.</b> <b>275 Armand-Frappier Blvd.</b> <b>Laval, Québec</b> <b>Canada</b> <b>(450) 680-4551</b>	<b>Mitchell S. Bloom</b> <b>Danielle Lauzon</b> <b>Goodwin Procter LLP</b> <b>100 Northern Avenue</b> <b>Boston, Massachusetts 022110</b> <b>(617) 570-1000</b>
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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 type="checkbox"/>            | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input checked="" type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |
|                         |                                     | Emerging growth company   | <input checked="" 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

**INCORPORATION BY REFERENCE OF CONTENTS  
OF REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed by BELLUS Health Inc. (the “Registrant”) for the purpose of registering an additional 3,897,751 common shares issuable pursuant to the Registrant’s Stock Option Plan, as amended (the “Plan”). These additional common shares are securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same employee benefit plan is effective. The Registrant previously registered common shares for issuance under the Plan under a Registration Statement on [Form S-8 filed with the Securities and Exchange Commission \(the “Commission”\) on September 25, 2019 \(File No. 333-233922\)](#), as amended by [Post-Effective Amendment No. 1, filed with the Commission on April 21, 2020](#), and Post-Effective Amendment No. 2, filed with the Commission on April 19, 2022, as well as a Registration Statement on [Form S-8, filed with the Commission on May 14, 2020 \(File No. 333-238274\)](#), as amended by Post-Effective Amendment No. 1, filed with the Commission on April 19, 2022. Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

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**PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8.**

**Exhibits**

The following exhibits are filed as part of this registration statement:

<b>Number</b>	<b>Description</b>
<u>4.1</u>	<u><a href="#">Amended Stock Option Plan (incorporated herein by reference to Exhibit 4.1 to Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-8 (File No. 333-233922) and Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 (File No. 333-238274), filed with the Commission on April 19, 2022).</a></u>
<u>5.1*</u>	<u><a href="#">Opinion of Davies Ward Phillips &amp; Vineberg LLP</a></u>
<u>23.1*</u>	<u><a href="#">Consent of Davies Ward Phillips &amp; Vineberg LLP (included in the Opinion filed as Exhibit 5.1)</a></u>
<u>23.2*</u>	<u><a href="#">Consent of KPMG LLP</a></u>
<u>24.1*</u>	<u><a href="#">Powers of Attorney (included on the signature pages to this registration statement)</a></u>
<u>107*</u>	<u><a href="#">Filing Fee Table</a></u>

\* Filed herewith.

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**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 Laval, Province of Québec, Canada, on April 19, 2022.

**BELLUS Health Inc.**

By: /s/ Ramzi Benamar

Name: Ramzi Benamar

Title: Chief Financial Officer

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## POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roberto Bellini and Ramzi Benamar, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to the registration statement, 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on April 19, 2022.

<b><u>Signature</u></b>	<b><u>Title</u></b>
<u>/s/ Roberto Bellini</u> Roberto Bellini	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Ramzi Benamar</u> Ramzi Benamar	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Francesco Bellini</u> Francesco Bellini	Chairperson of the Board of Directors
<u>/s/ Youssef L. Bennani</u> Youssef L. Bennani	Director
<u>/s/ Franklin M. Berger</u> Franklin M. Berger	Director
<u>/s/ Clarissa Desjardins</u> Clarissa Desjardins	Director
<u>/s/ Pierre Larochelle</u> Pierre Larochelle	Director
<u>/s/ Joseph Rus</u> Joseph Rus	Director
<u>/s/ William Mezzanotte</u> William Mezzanotte	Director

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**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of BELLUS Health Inc. in the United States, in the City of Newark, State of Delaware, on April 19, 2022.

**PUGLISI & ASSOCIATES**

By: /s/ Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director

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DAVIES

1501 McGill College Avenue, 26th Floor  
Montréal, QC H3A 3N9 Canada

dwpv.com

April 19, 2022

BELLUS Health Inc.  
275 Armand-Frappier Blvd.  
Laval, Québec H7V 4A7  
Canada

Ladies and Gentlemen:

**Re: BELLUS Health Inc. – Registration Statement on Form S-8**

At your request, we have examined the form of Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by BELLUS Health Inc. (the “**Company**”) with the United States Securities and Exchange Commission in connection with the registration under the United States Securities Act of 1933, as amended (the “**Act**”), of 3,897,751 common shares of the Company (the “**Shares**”), issuable under the Company’s Stock Option Plan (effective May 15, 2012 and as amended on February 26, 2020 and February 23, 2022) (the “**Plan**”).

For the purpose of this opinion, we have made such investigations and examined the originals, or duplicate, certified, conformed, facsimiled or photostatic copies of such corporate records, agreements, documents and other instruments and have made such other investigations as we have considered necessary or relevant for the purposes of this opinion. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers, or other representatives of the Company, and such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth herein. This opinion is limited to the laws of Canada. We do not express any opinion on any laws other than the laws of Canada.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, electronic, or facsimile copies and the authenticity of the originals of such documents. In making our examination of executed documents or documents which may be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties, of such documents and that such documents constitute or will constitute valid and binding obligations of the parties thereto. We consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, however, we do not admit that we are “experts” within the meaning of Section 11 of the Act as amended, or within the category of persons whose consent is required by Section 7 of the Act.

DAVIES WARD PHILLIPS &amp; VINEBERG LLP

## DAVIES

In connection with our opinions expressed below, we have assumed that, at or prior to the time of the issuance of any such Shares, the authorization to issue the Shares pursuant to the Plan will not have been modified or rescinded by the Board of Directors of the Company and there will not have occurred any change in law affecting the validity or enforceability of such issuance of the Shares. We have also assumed that neither the issuance of the Shares, nor the compliance by the Company with the terms of the Plan, will violate any applicable federal, provincial or state law or will result in a violation of any provision of any instrument or agreement then binding upon the Company or any restriction imposed by any court or governmental body having jurisdiction over the Company.

This opinion is limited to the laws of Canada. We do not express any opinion on any laws other than the laws of Canada.

Based upon and subject to the foregoing, as of the date hereof, we are of the opinion that, following their issuance upon the due exercise and full payment therefor in accordance with the terms of the Plan, the Shares will, at the time of their issuance, be validly issued and outstanding as fully paid and non-assessable common shares of the Company.

We consent to the use of this opinion as an exhibit 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 the Act or the rules and regulations promulgated thereunder.

This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in the laws of Canada.

This opinion is provided solely for the benefit of the addressee of this opinion in connection with the filing of the Registration Statement. This opinion may not be relied upon by anyone else or used for any other purpose without our prior written consent.

Yours truly,

(signed) *Davies Ward Phillips & Vineberg LLP*

DAVIES WARD PHILLIPS & VINEBERG LLP

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KPMG LLP  
600 de Maisonneuve Blvd West  
Suite 1500, Tour KPMG  
Montréal (Québec) H3A 0A3  
Tel. 514-840-2100  
Fax. 514-840-2187  
www.kpmg.ca

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
BELLUS Health Inc.

We consent to the use of our report dated February 23, 2022 with respect to the consolidated financial statements of BELLUS Health Inc., which comprise the consolidated statements of financial position as of December 31, 2021 and 2020, the related consolidated statements of loss and other comprehensive loss, changes in shareholders' equity and cash flows for the years ended December 31, 2021 and 2020, and the related notes, incorporated by reference in this Registration Statement of Form S-8.

A handwritten signature in black ink that reads 'KPMG LLP' with a horizontal line underneath.

April 19, 2022  
Montreal, Canada

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## Calculation of Filing Fee Table

**Form S-8**  
(Form Type)**BELLUS Health Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, no par value, reserved for issuance pursuant to Registrant's Stock Option Plan, as amended	Other <sup>(2)</sup>	3,897,751 <sup>(3)</sup>	\$ 8.18 <sup>(2)</sup>	\$ 31,883,603.18 <sup>(2)</sup>	\$ 0.0000927	\$ 2,955.61
<b>Total Offering Amounts</b>					\$ 31,883,603.18		\$ 2,955.61
<b>Total Fee Offset<sup>(4)</sup></b>							\$ 0.00
<b>Net Fee Due</b>							\$ 2,955.61

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement ("Registration Statement") shall also cover any additional Common Shares of the Registrant which become issuable under the above-named plans 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 the Registrant's outstanding Common Shares.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee and calculated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based on the average of the high and low sales prices of the Registrant's Common Shares, as reported by the New York Stock Exchange on April 12, 2022.
- (3) Represents an increase to the number of shares available for issuance under the Registrant's Stock Option Plan, as amended (the "Plan"), pursuant to the terms of the Plan. Shares available for issuance under the Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on September 25, 2019 (File No. 333-233922), as amended by Post-Effective Amendment No. 1, filed with the Commission on April 21, 2020, and Post-Effective Amendment No. 2, filed with the Commission on April 19, 2022, as well as a Registration Statement on Form S-8, filed with the Commission on May 14, 2020 (File No. 333-238274), as amended by Post-Effective Amendment No. 1, filed with the Commission on April 19, 2022. Common Shares reserved for future issuance pursuant to awards under the Plan.
- (4) The Registrant does not have any fee offsets.