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

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**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
the Securities Act of 1933*

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**VIGIL NEUROSCIENCE, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**83-1880494**  
(I.R.S. Employer  
Identification No.)

**100 Forge Road, Suite 700  
Watertown, MA 02472  
(857) 254-4445**  
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

**Vigil Neuroscience, Inc. 2021 Stock Option and Incentive Plan  
Vigil Neuroscience, Inc. 2021 Employee Stock Purchase Plan**  
(Full title of the plans)

**Ivana Magovčević-Liebisch  
President and Chief Executive Officer  
100 Forge Road, Suite 700  
Watertown, MA 02472  
(857) 254-4445**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Kingsley L. Taft, Esq.  
Jacqueline Mercier, Esq.  
Gabriela Morales-Rivera, Esq.  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000**

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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 checked="" 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.

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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Vigil Neuroscience, Inc. (the “Registrant”) is filing this registration statement with the Commission to register (1) 1,781,016 additional shares of the Registrant’s common stock, \$0.0001 par value per share (“Common Stock”) available for issuance under the Registrant’s 2021 Stock Option and Incentive Plan (the “Plan”), pursuant to the evergreen provisions of the Plan, and (2) 286,127 additional shares of Common Stock available for issuance under the Registrant’s 2021 Employee Stock Purchase Plan (the “ESPP”), pursuant to the evergreen provisions of the ESPP.

This Registration Statement incorporates by reference the contents of the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on [January 10, 2022](#) (File No. 333-262083) related to the Plan and ESPP, except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier Registration Statements are presented herein.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#"><u>Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-41200) filed January 11, 2022).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K (File No. 001-41200) filed on January 11, 2022).</u></a>
4.3	<a href="#"><u>Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, effective as of August 13, 2021 (incorporated by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-1 (File No. 333-261230) filed on November 19, 2021).</u></a>
4.4	<a href="#"><u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1/A (File No. 333-261230) filed on January 3, 2022).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u></a>
23.2*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
99.1	<a href="#"><u>2021 Stock Option and Incentive Plan and form of award agreements thereunder (incorporated by reference to Exhibit 10.2 of the Registrant's Registration Statement on Form S-1/A (File No. 333-261230) filed on January 3, 2022).</u></a>
99.2	<a href="#"><u>2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 of the Registrant's Registration Statement on Form S-1/A (File No. 333-261230) filed on January 3, 2022).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* 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 Watertown, State of Massachusetts, on this 21<sup>st</sup> day of March, 2023.

### VIGIL NEUROSCIENCE, INC.

By: /s/ Ivana Magovčević-Liebisch

Name: Ivana Magovčević-Liebisch

Title: President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Ivana Magovčević-Liebisch and Jennifer Ziolkowski as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully 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 person in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Ivana Magovčević-Liebisch</u> Ivana Magovčević-Liebisch	President, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	March 21, 2023
<u>/s/ Jennifer Ziolkowski</u> Jennifer Ziolkowski	Chief Financial Officer <i>(Principal Accounting Officer and Principal Financial Officer)</i>	March 21, 2023
<u>/s/ Bruce Booth</u> Bruce Booth	Director, Chairperson	March 21, 2023
<u>/s/ Cheryl Renee Blanchard</u> Cheryl Renee Blanchard	Director	March 21, 2023
<u>/s/ Mary Thistle</u> Mary Thistle	Director	March 21, 2023
<u>/s/ Gerhard Koenig</u> Gerhard Koenig	Director	March 21, 2023
<u>/s/ Suzanne Bruhn</u> Suzanne Bruhn	Director	March 21, 2023
<u>/s/ Stefan Vitorovic</u> Stefan Vitorovic	Director	March 21, 2023



**Exhibit 5.1**

March 21, 2023

Vigil Neuroscience, Inc.  
100 Forge Road, Suite 700  
Watertown, MA 02472

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

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 2,067,143 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Vigil Neuroscience, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan, and 2021 Employee Stock Purchase Plan (collectively, the "Plans").

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

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Vigil Neuroscience, Inc. of our report dated March 21, 2023 relating to the financial statements, which appears in Vigil Neuroscience, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
March 21, 2023

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Vigil Neuroscience, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other (2)	1,781,016 shares (3)	\$9.54 (2)	\$16,990,892.64(2)	\$0.00011020	\$1,872.40
Equity	Common Stock, par value \$0.0001 per share	Other (4)	286,127 shares (5)	\$8.11 (4)	\$2,320,489.97(4)	\$0.00011020	\$255.72
<b>Total Offering Amounts</b>					\$19,311,382.61		\$2,128.12
<b>Total Fee Offsets</b>							\$0
<b>Net Fee Due</b>							\$2,128.12

- (1) Pursuant to Rule 416(a) under 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, \$0.0001 par value per share ("Common Stock") which become issuable under the Registrant's 2021 Stock Option and Incentive Plan (the "2021 Plan") and the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP")s 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 Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$9.54, the average of the high and low price of the registrant's Common Stock as reported on the Nasdaq Global Market on March 17, 2023.
- (3) Consists of 1,781,016 additional shares issuable under the 2021 Plan, which represents an automatic annual increase to the number of shares available for issuance under the 2021 Plan effective as of January 1, 2023. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2021 Plan on January 1 of each year. Shares available for issuance under the 2021 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on January 10, 2022 (File No. 333-262083).
- (4) The price of \$8.11 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Market on March 17, 2023, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price. Pursuant to the 2021 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.
- (5) Consists of 286,127 additional shares issuable under the 2021 ESPP, which represents an automatic annual increase to the number of shares available for issuance under the 2021 ESPP, effective as of January 1, 2023. Pursuant to such provision, an additional number of shares will automatically be added to the shares authorized for issuance under the 2021 ESPP on January 1 of each year. Shares available for issuance under the 2021 ESPP were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on January 10, 2022 (File No. 333-262083).