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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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**CHIMERIX, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**33-0903395**

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

**2505 Meridian Parkway, Suite 100  
Durham, NC 27713**  
(Address of Principal Executive Offices)

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**Chimerix, Inc. 2024 Equity Incentive Plan  
Non-Plan Inducement Stock Option Grants**  
(Full Titles of the Plans)

**Michael T. Andriole  
President and Chief Executive Officer  
Chimerix, Inc.  
2505 Meridian Parkway, Suite 100  
Durham, NC 27713**  
(Name and Address of Agent for Service)

**(919) 806-1074**  
(Telephone Number, Including Area Code, of Agent for Service)

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Copies to:

Michelle LaSpaluto  
Chief Financial Officer  
Chimerix, Inc.  
2505 Meridian Parkway, Suite 100  
Durham, NC 27713  
(919) 806-1074

Jason L. Kent, Esq.  
55 Hudson Yards  
New York, NY 10001  
(212) 479-6044

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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

Accelerated filer

Non-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.

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## EXPLANATORY NOTE

Chimerix, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission for the purpose of registering an aggregate of 12,006,088 shares of its common stock, par value \$0.001 per share (the “**Common Stock**”), which number is comprised of:

- 9,702,331 shares of Common Stock reserved for future grant under the Chimerix, Inc. 2024 Equity Incentive Plan (the “**2024 Plan**”), which is a successor to and continuation of the Chimerix, Inc. 2013 Equity Incentive Plan (the “**2013 Plan**”), and was adopted by the Compensation Committee of the Board of Directors of the Registrant on April 10, 2024, subject to stockholder approval, which approval was obtained at the Registrant’s 2024 annual meeting of stockholders on June 20, 2024 (the “**Effective Date**”);
- 530,757 shares of Common Stock previously reserved for future grant under the 2013 Plan as of immediately prior to the Effective Date, which as of the Effective Date were added to the share reserve of the 2024 Plan;
- 480,000 shares of Common Stock issuable upon the exercise of stock options that are outstanding under the 2024 Plan;
- 1,173,000 shares of Common Stock issuable upon the exercise of non-statutory stock options, which were approved by the Compensation Committee of the Board of Directors of the Registrant and granted outside of the 2013 Plan but pursuant to the terms of the 2013 Plan as if such stock options were granted under the 2013 Plan, as inducement grants pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules; and
- 120,000 shares of Common Stock issuable upon the exercise of non-statutory stock options, which were approved by the Compensation Committee of the Board of Directors of the Registrant and granted outside of the 2024 Plan but pursuant to the terms of the 2024 Plan as if such stock options were granted under the 2024 Plan, as inducement grants pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules.

No new awards will be granted under the 2013 Plan and all outstanding awards previously granted under the 2013 Plan will remain outstanding, subject to the terms thereof.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### ITEM 1. PLAN INFORMATION.

Not required to be filed with this Registration Statement.

#### ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with this Registration Statement.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

1. The Registrant's Annual Report on [Form 10-K for the fiscal year ended December 31, 2023](#), filed with the Securities and Exchange Commission on February 29, 2024;
2. The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended [March 31, 2024](#) and [June 30, 2024](#), filed with the Securities and Exchange Commission on May 1, 2024 and August 13, 2024, respectively;
3. The Registrant's Current Reports on Form 8-K (excluding any information and exhibits furnished under either Item 2.02 or Item 7.01 thereof), filed with the Securities and Exchange Commission on [March 21, 2024](#), [June 21, 2024](#), and [July 3, 2024](#);
4. The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 from the Registrant's [Definitive Proxy Statement on Schedule 14A](#) (other than information furnished rather than filed), filed with the Securities and Exchange Commission on April 26, 2024; and
5. The description of the Registrant's common stock set forth in the registration statement on [Form 8-A](#), filed with the Securities and Exchange Commission on April 5, 2013, including any amendments or reports filed for the purposes of updating this description.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), after the date 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 of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Securities and Exchange Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

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**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a Delaware corporation may indemnify any persons who were, are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was illegal. A Delaware corporation may indemnify any persons who were, are, or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses (including attorneys' fees) actually and reasonably incurred.

The Registrant's amended and restated certificate of incorporation and amended and restated bylaws provide for the indemnification of its directors and officers to the fullest extent permitted under the Delaware General Corporation Law.

Expenses incurred by any officer or director in defending any such action, suit or proceeding in advance of its final disposition shall be paid by the Registrant upon delivery to it of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Registrant.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability for any:

- transaction from which the director derives an improper personal benefit;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends, stock purchase or redemption of shares; or
- breach of a director's duty of loyalty to the corporation or its stockholders.

The Registrant's amended and restated certificate of incorporation includes such a provision.

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Section 174 of the Delaware General Corporation Law provides, among other things, that a director who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption may be held liable for such actions. A director who was either absent when the unlawful actions were approved, or dissented at the time, may avoid liability by causing his or her dissent to such actions to be entered in the books containing minutes of the meetings of the board of directors at the time such action occurred or immediately after such absent director receives notice of the unlawful acts.

As permitted by the Delaware General Corporation Law, the Registrant has entered into indemnity agreements with each of its directors and executive officers, that require the Registrant to indemnify such persons against any and all costs and expenses (including attorneys', witness or other professional fees) actually and reasonably incurred by such person in connection with any action, suit or proceeding (including derivative actions), whether actual or threatened, to which any such person may be made a party by reason of the fact that such person is or was a director or officer or is or was acting or serving as an officer, director, employee or agent of the Registrant or any of its affiliated enterprises, provided that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the Registrant's best interests and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The indemnification agreements also set forth certain procedures that will apply in the event of a claim for indemnification thereunder.

At present, there is no pending litigation or proceeding involving any of the Registrant's directors or executive officers as to which indemnification is required or permitted, and the Registrant is not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

The Registrant has an insurance policy in place that covers its officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act of 1933, as amended (the "*Securities Act*") or otherwise.

Insofar as indemnification for liabilities under the Securities Act may be permitted to the Registrant's directors, officers or controlling persons pursuant to the foregoing provisions, the Registrant have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is therefore unenforceable.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

<u>Exhibits:</u>	<u>Description</u>
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant. (1)</a>
<a href="#">4.2</a>	<a href="#">Amended and Restated Bylaws of the Registrant. (2)</a>
<a href="#">4.3</a>	<a href="#">Form of Common Stock Certificate of the Registrant. (3)</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Cooley LLP.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Ernst &amp; Young LLP, an Independent Registered Public Accounting Firm.</a>
<a href="#">23.2*</a>	<a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1.</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney. Reference is made to the signature page hereto.</a>
<a href="#">99.1</a>	<a href="#">Chimerix, Inc. 2024 Equity Incentive Plan. (4)</a>
<a href="#">99.2</a>	<a href="#">Form of Stock Option Grant Notice and Option Agreement and Form of Restricted Stock Unit Award Agreement and Form of Restricted Stock Unit Award Grant Notice under Chimerix, Inc. 2024 Equity Incentive Plan. (4)</a>
<a href="#">99.3*</a>	<a href="#">Form of Stock Option Grant Notice and Option Agreement for Inducement Grant Outside of 2024 Equity Incentive Plan.</a>
<a href="#">107*</a>	<a href="#">Filing Fee Table.</a>

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\* Filed herewith.

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- (1) Incorporated by reference to the Registrant's Current Report on Form 8-K (No. 001-35867), filed on April 16, 2013.
- (2) Incorporated by reference to the Registrant's Current Report on Form 8-K (No. 001-35867), filed on December 9, 2022.
- (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (No. 333-187145), as amended, filed on March 27, 2013.
- (4) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q (No. 001-35867), filed on August 13, 2024.

**ITEM 9. UNDERTAKINGS.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 Durham, State of North Carolina, on August 13, 2024.

### Chimerix, Inc.

By: /s/ Michael T. Andriole

Michael T. Andriole

*President and Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael T. Andriole and Michelle LaSpaluto, and each or either of them, as his or her true and lawful attorney-in-fact and agent, 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 sign any and all amendments (including post-effective amendments) to this 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 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 substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael T. Andriole</u> Michael T. Andriole	President and Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2024
<u>/s/ Michelle LaSpaluto</u> Michelle LaSpaluto	Chief Financial Officer (Principal Financial Officer)	August 13, 2024
<u>/s/ David Jakeman</u> David Jakeman	Vice President of Finance and Accounting (Principal Accounting Officer)	August 13, 2024
<u>/s/ Michael A. Sherman</u> Michael A. Sherman	Chair of the Board of Directors	August 13, 2024
<u>/s/ Martha J. Demski</u> Martha J. Demski	Lead Independent Director of the Board of Directors	August 13, 2024
<u>/s/ Lisa L. Decker, Ph.D.</u> Lisa L. Decker, Ph.D.	Member of the Board of Directors	August 13, 2024
<u>/s/ Marc D. Kozin</u> Marc D. Kozin	Member of the Board of Directors	August 13, 2024
<u>/s/ Robert J. Meyer, M.D.</u> Robert J. Meyer, M.D.	Member of the Board of Directors	August 13, 2024
<u>/s/ Fred A. Middleton</u> Fred A. Middleton	Member of the Board of Directors	August 13, 2024
<u>/s/ Pratik S. Multani, M.D.</u> Pratik S. Multani, M.D.	Member of the Board of Directors	August 13, 2024
<u>/s/ Victoria Vakiener</u> Victoria Vakiener	Member of the Board of Directors	August 13, 2024

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Jason L. Kent  
(212) 479-6044  
jkent@cooley.com

August 13, 2024

Chimerix, Inc.  
2505 Meridian Parkway, Suite 100  
Durham, NC 27713

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Chimerix, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 12,006,088 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share ("**Common Stock**"), consisting of (a) 10,713,088 shares of Common Stock issuable under the Company's 2024 Equity Incentive Plan (the "**Plan**"), and (b) 1,293,000 shares of Common Stock issuable upon the exercise of non-statutory stock options granted as inducement awards by the Company (the "**Inducement Awards**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Plan, (c) documents evidencing the Inducement Awards, (d) the Company's certificate of incorporation and bylaws, each as currently in effect, and (e) such other records, documents, opinions, certificates, memoranda, and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan or the terms of the Inducement Awards, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 55 Hudson Yards, New York, NY 10001-2157  
t: (212) 479-6000 f: (212) 479-6000 cooley.com

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August 13, 2024  
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This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

**COOLEY LLP**

By: /s/ Jason L. Kent

Jason L. Kent

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2024 Equity Incentive Plan and Non-Plan Inducement Stock Option Grants of Chimerix, Inc. of our report dated February 29, 2024, with respect to the consolidated financial statements of Chimerix, 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

Raleigh, North Carolina  
August 13, 2024

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**CHIMERIX, INC.**  
**STOCK OPTION GRANT NOTICE**  
**(INDUCEMENT GRANT OUTSIDE OF THE 2024 EQUITY INCENTIVE PLAN)**

Chimerix, Inc. (the “*Company*”) has granted to you (the “*Participant*”) an option to purchase the number of shares of Common Stock set forth below (the “*Option*”). The Option is granted outside of the Chimerix, Inc. 2024 Equity Incentive Plan (“*Plan*”), and is subject to all of the terms and conditions set forth in this Stock Option Grant Notice (the “*Grant Notice*”), the Option Agreement (the “*Option Agreement*”) and the Plan (as if it had been granted pursuant to the Plan), all of which are available by logging into your UBS Financial Services Inc. One Source Account (the “*UBS Account*”) and which are incorporated herein in their entirety. Capitalized terms not explicitly defined in this Grant Notice but defined in the Option Agreement or the Plan will have the meanings set forth in the Option Agreement or the Plan, as applicable.

Participant:	_____
Date of Grant:	_____
Vesting Commencement Date:	_____
Number of Shares of Common Stock Subject to Option:	_____
Exercise Price (Per Share):	_____
Total Exercise Price:	_____
Expiration Date:	_____

**Type of Grant:**                    **You have been granted a Nonstatutory Stock Option. Please log into your UBS Account to see the exact details of your Option.**

**Exercise Schedule:**            Same as Vesting Schedule

**Vesting Schedule:**            Subject to your Continuous Service through each applicable vesting date, the Option will vest as follows:

[1/4th of the shares vest upon the one year anniversary of the [later of (i) the Grant Date and (ii) Vesting Commencement Date] [Vesting Commencement Date]; the balance of the shares vest in a series of 36 successive equal monthly installments thereafter.] provided that if your Continuous Service terminates due to your Disability or death, then, as of the date of your termination of Continuous Service, any then-unvested shares subject to the Option will become fully vested and exercisable.

**Participant Acknowledgements:** By your electronic acceptance of the Option via your UBS Account, you expressly acknowledge that you understand and agree that:

- The Option is governed by this Grant Notice, the Option Agreement and the Plan, all of which are made a part of this document. Unless otherwise provided in the Plan, this Grant Notice and the Option Agreement may not be modified, amended or revised except in a writing signed by you and a duly authorized officer of the Company.
- Copies of this Grant Notice, the Option Agreement, the Plan and the prospectus are available via your UBS Account and may be viewed and printed by you. You consent to receive this Grant Notice, the Option Agreement, the Plan, the prospectus and any other Plan-related documents by electronic delivery and to participate in the Company’s equity compensation program through an online or electronic system established and maintained by the Company or another third party designated by the Company; to the extent such online system is no longer through your UBS Account, references to your UBS Account herein shall be deemed to refer to such subsequent electronic system.

- You have read and are familiar with the provisions of this Grant Notice, the Option Agreement, the Plan and the prospectus. In the event of any conflict between the provisions in this Grant Notice, the Option Agreement or the prospectus and the provisions of the Plan, the provisions of the Plan will control.
- As of the Date of Grant, this Grant Notice, the Option Agreement and the Plan set forth the entire understanding between you and the Company regarding the Option and supersede all prior oral and written agreements, promises and/or representations regarding the Option, with the exception of (i) other equity awards previously granted to you and Common Stock previously issued to you; (ii) any applicable compensation recovery or clawback policy that is adopted by the Company or is required by Applicable Law; and (iii) any written employment, offer letter, severance or other agreement, or any written severance plan or policy, in each case that specifies the terms that should govern the Option.

**CHIMERIX, INC.**  
**OPTION AGREEMENT**  
**(INDUCEMENT GRANT OUTSIDE OF THE 2024 EQUITY INCENTIVE PLAN)**

As reflected by your Stock Option Grant Notice (the “*Grant Notice*”) and this Option Agreement (the “*Option Agreement*”), Chimerix, Inc. (the “*Company*”) has granted you an option to purchase a number of shares of Common Stock at the exercise price indicated in your Grant Notice (the “*Option*”). The Option is granted in compliance with NASDAQ Listing Rule 5635(c)(4) as a material inducement to you entering into employment with the Company. The Option is a Nonstatutory Stock Option and is granted outside of, but subject to the terms of the Chimerix, Inc. 2024 Equity Incentive Plan (the “*Plan*”) and other relevant Plan provisions as if it had been granted as a Nonstatutory Stock Option under Section 4 of the Plan, except as otherwise provided for herein. Capitalized terms not explicitly defined in this Option Agreement but defined in the Grant Notice or the Plan will have the same definitions as in the Grant Notice or Plan, as applicable.

The general terms and conditions applicable to your Option are as follows:

**1. GOVERNING PLAN DOCUMENT.** Your Option is subject to all the provisions of the Plan, including but not limited to the provisions in Section 6 regarding the impact of a Capitalization Adjustment, dissolution, liquidation, or Transaction on your Option, Section 9(g) regarding the Company’s retained rights to terminate your Continuous Service notwithstanding the grant of the Option, and Section 10(b) regarding the tax consequences of your Option. Notwithstanding the foregoing, because your Option is not granted under the Plan, it is not required to comply with Section 9(a) of the Plan governing stock options granted under the Plan. Your Option is further subject to all interpretations, amendments, rules and regulations, which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between this Option Agreement and the provisions of the Plan, the provisions of the Plan will control.

**2. EXERCISE.**

**(a)** You may generally exercise the vested portion of your Option at any time during its term by delivery of payment of the exercise price and applicable withholding taxes and other required documentation to the Plan Administrator in accordance with the option exercise procedures established by the Plan Administrator, which may include an electronic submission. Please review Sections 4(h), 4(j) and 7(b)(v) of the Plan, which may restrict or prohibit your ability to exercise your Option during certain periods.

**(b)** You may pay your Option exercise price as follows:

**(i)** cash, check, bank draft or money order;

**(ii)** pursuant to a “cashless exercise” program as further described in Section 4(c)(ii) of the Plan if at the time of exercise the Common Stock is publicly traded (or otherwise subject to the Company and/or Committee’s consent at the time of exercise);

**(iii)** subject to Company and/or Committee consent at the time of exercise, by delivery of previously owned shares of Common Stock as further described in Section 4(c)(iii) of the Plan; or

**(iv)** subject to Company and/or Committee consent at the time of exercise, by a “net exercise” arrangement as further described in Section 4(c)(iv) of the Plan.

**3. TERM.** You may not exercise your Option before the commencement of its term or after its term expires. The term of your Option commences on the Date of Grant and expires upon the earliest of the following:

**(a)** immediately upon the termination of your Continuous Service for Cause;

**(b)** three months after the termination of your Continuous Service for any reason other than Cause, your Retirement (as defined below), your Disability or your death;

- (c) 12 months after the termination of your Continuous Service due to Retirement (as defined below);
- (d) 12 months after the termination of your Continuous Service due to your Disability;
- (e) 18 months after your death if you die during your Continuous Service;
- (f) immediately upon a Transaction if the Board has determined that the Option will terminate in connection with a Transaction;
- (g) the Expiration Date indicated in your Grant Notice; or
- (h) the day before the 10th anniversary of the Date of Grant.

**“Retirement”** for purposes of this Option means the termination of your Continuous Service on or after the date you attain the age of 59.5 years, by reason of either (x) the Company without Cause (and other than as a result of your Disability or death) or (y) your resignation for any reason.

Notwithstanding the foregoing, if you die during the period provided in Section 3(b), 3(c) or 3(d) above, the term of your Option will not expire until the earlier of (i) eighteen months after your death, (ii) upon any termination of the Option in connection with a Transaction, (iii) the Expiration Date indicated in your Grant Notice, or (iv) the day before the tenth anniversary of the Date of Grant. Additionally, the Post-Termination Exercise Period of your Option may be extended as provided in Section 4(h) of the Plan.

**4. WITHHOLDING OBLIGATIONS.** As further provided in Section 8 of the Plan: (a) you may not exercise your Option unless the applicable tax withholding obligations are satisfied, and (b) at the time you exercise your Option, in whole or in part, or at any time thereafter as requested by the Company, you hereby authorize withholding from payroll and any other amounts payable to you, and otherwise agree to make adequate provision for (including by means of a “cashless exercise” pursuant to a program developed under Regulation T as promulgated by the Federal Reserve Board to the extent permitted by the Company), any sums required to satisfy the federal, state, local and/or foreign tax or social insurance withholding obligations, if any, which arise in connection with the exercise of your Option.

**5. TRANSFERABILITY.** Except as otherwise provided in Section 4(e) of the Plan, your Option is not transferable, except by will or by the laws of descent and distribution, and is exercisable during your life only by you.

**6. QUESTIONS.** If you have questions regarding these or any other terms and conditions applicable to your Option, including the applicable federal income tax consequences please see the prospectus for the Plan which is available on the Company’s intranet site. You can request a paper copy of the prospectus for the Plan from the Plan Administrator.

\* \* \* \*

## CALCULATION OF FILING FEE TABLE

Form S-8  
(Form Type)Chimerix, 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 <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock (par value \$0.001 per share) issuable as inducement grants	Other <sup>(5)</sup>	1,173,000 shares <sup>(2)</sup>	\$0.99 <sup>(5)</sup>	\$1,161,270.00 <sup>(5)</sup>	0.00014760	\$171.40
Equity	Common Stock (par value \$0.001 per share) issuable as inducement grants	Other <sup>(5)</sup>	120,000 shares <sup>(3)</sup>	\$0.87 <sup>(5)</sup>	\$104,400.00 <sup>(5)</sup>	0.00014760	\$15.41
Equity	Common Stock (par value \$0.001 per share)	Other <sup>(6)</sup>	10,233,088 shares <sup>(4)</sup>	\$0.8515 <sup>(6)</sup>	\$8,713,474.44 <sup>(6)</sup>	0.00014760	\$1,286.11
Equity	Common Stock (par value \$0.001 per share)	Other <sup>(7)</sup>	480,000 <sup>(8)</sup>	\$0.89 <sup>(7)</sup>	\$427,200.00 <sup>(7)</sup>	0.00014760	\$63.06
<b>Total Offering Amounts</b>				—	\$10,406,344.44	—	\$1,535.98
<b>Total Fees Previously Paid</b>				—	—	—	—
<b>Total Fee Offsets</b>				—	—	—	—
<b>Net Fee Due</b>				—	—	—	\$1,535.98

(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 Chimerix, Inc.’s (the “*Registrant*”) common stock, \$0.001 par value per share (“*Common Stock*”), that may become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.

(2) Represents shares of the Registrant’s Common Stock reserved for issuance upon the exercise of outstanding stock options granted outside of the Chimerix, Inc. 2013 Equity Incentive Plan (the “*2013 Plan*”) but pursuant to the terms of the 2013 Plan as if such stock options were granted under the 2013 Plan, as inducement grants pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules.

(3) Represents shares of the Registrant’s Common Stock reserved for issuance upon the exercise of outstanding stock options granted outside of the Chimerix, Inc. 2024 Equity Incentive Plan (the “*2024 Plan*”) but pursuant to the terms of the 2024 Plan as if such stock options were granted under the 2024 Plan, as inducement grants pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules.

(4) Represents up to 10,233,088 shares of the Registrant’s Common Stock reserved for future grant under the 2024 Plan, comprised of: (i) 9,702,331 shares of the Registrant’s Common Stock reserved for future grant under the 2024 Plan, (ii) 530,757 shares previously available for grant under the 2013 Plan as of immediately prior to the 2024 annual meeting of stockholders of the Registrant (the “*Effective Date*”), which as of the Effective Date were added to the share reserve of the 2024 Plan, and (iii) any shares underlying then-outstanding stock awards granted under the 2013 Plan that on or after the Effective Date are not issued because such award or any portion thereof expires or otherwise terminates without all of the shares covered by such award having been issued, are not issued because such award or any portion thereof is settled in cash, or are forfeited back to or repurchased by the Registrant because of the failure to meet a contingency or condition required for the vesting of such shares (the “*2013 Plan Returning Shares*”), if any, as such shares become available under the 2024 Plan from time to time.

(5) This estimate is made pursuant to Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The proposed maximum offering price per unit and maximum aggregate offering price are calculated using a weighted-average exercise price for the Registrant’s Common Stock subject to such inducement grants.

(6) 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 \$0.8515 per share of Common Stock, the average of the high and low prices of the Common Stock as reported on The Nasdaq Global Market on August 6, 2024, a date that is within five business days prior to the date on which this Registration Statement is being filed.

(7) This estimate is made pursuant to Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The proposed maximum offering price per unit and maximum aggregate offering price are calculated using the exercise price for the stock options granted and outstanding under the 2024 Plan.

(8) Represents 480,000 shares of the Registrant’s Common Stock issuable upon the exercise of stock options that are outstanding under the 2024 Plan.

