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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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**TALKSPACE, INC.**

(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

84-4636604  
(I.R.S. Employer Identification No.)

622 Third Avenue  
New York, NY 10017  
(212) 284-7204  
(Address of principal executive offices) (Zip code)

TALKSPACE, INC. 2021 INCENTIVE AWARD PLAN  
(Full title of the plan)

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CT Corporation System  
28 Liberty Street  
New York, New York 10005  
(Name and address of agent for service)

(877) 467-3525  
(Telephone number, including area code, of agent for service)

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*Copies to:*

Brett D. Nadritch, Esq.  
Milbank LLP  
55 Hudson Yards  
New York, New York 10001  
(212) 530-5000

John C. Reilly  
General Counsel  
Talkspace, Inc.  
Address Not Applicable

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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

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering an additional 8,057,752 shares of common stock of Talkspace, Inc. (the “Registrant” or the “Company”), par value \$0.0001 per share (the “Common Stock”) to be issued pursuant to the Talkspace, Inc. 2021 Incentive Award Plan (the “2021 Plan”) for which a registration statement on Form S-8 relating to the 2021 Plan is effective.

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

The contents of the registration statement on Form S-8 (File No. 333-259165), filed with the United States Securities and Exchange Commission (the “Commission”) on August 30, 2021, and the registration statement on Form S-8 (File No. 333-263329) filed with the Commission on March 7, 2022, relating to the 2021 Plan, are incorporated herein by reference.

The following documents, which have been filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are also incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) [the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on March 10, 2023 \(File No. 001-39314\);](#)
- (b) [the Company’s Current Report on Form 8-K filed with the Commission on March 17, 2023 \(File No. 001-39314\);](#)
- (c) [the Company’s Current Report on Form 8-K filed with the Commission on March 7, 2023 \(File No. 001-39314\);](#)
- (d) [the description of the Company’s shares of Common Stock contained in the Company’s registration statement on Form 8-A, filed with the Commission on June 5, 2020 \(File No. 001-39314\), including any amendments or reports filed for the purpose of updating such description; and](#)
- (e) [the description of the Company’s shares of Common Stock contained in Exhibit 4.4 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on March 10, 2023 \(File No. 001-39314\).](#)

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances shall any information furnished under Item 2.02 or Item 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

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The following documents are filed as exhibits to this Registration Statement.

<u>Exhibit Number</u>	Description
<a href="#">4.1</a>	Second Amended and Restated Certificate of Incorporation of Talkspace, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K/A (File No. 001-39314) filed on June 23, 2021).
<a href="#">4.2</a>	Bylaws of Talkspace, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K/A (File No. 001-39314) filed on June 23, 2021).
<a href="#">5.1*</a>	Opinion of Milbank LLP.
<a href="#">23.1*</a>	Consent of independent registered public accounting firm (Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global).
<a href="#">23.2*</a>	Consent of Milbank LLP (included in Exhibit 5.1).
<a href="#">24.1*</a>	Power of Attorney (included on signature page).
<a href="#">99.1</a>	Talkspace, Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-259165) filed on August 30, 2021).
<a href="#">107.1*</a>	Filing Fee Table.

\* 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 New York, State of New York, on March 24, 2023.

**TALKSPACE, INC.**

By: /s/ Jon R. Cohen

Jon R. Cohen

*Chief Executive Officer*

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each Jon R. Cohen and Jennifer Fulk, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, and 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 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 or necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ Douglas Braunstein</i> Douglas Braunstein	Chairman and Director	March 23, 2023
<hr/> <i>/s/ Jennifer Fulk</i> Jennifer Fulk	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 23, 2023
<hr/> <i>/s/ Jon R. Cohen</i> Jon R. Cohen	Chief Executive Officer and Director	March 23, 2023
<hr/> <i>/s/ Erez Shachar</i> Erez Shachar	Director	March 23, 2023
<hr/> <i>/s/ Curtis Warfield</i> Curtis Warfield	Director	March 23, 2023
<hr/> <i>/s/ Jacqueline Yeaney</i> Jacqueline Yeaney	Director	March 23, 2023
<hr/> <i>/s/ Michael Hansen</i> Michael Hansen	Director	March 23, 2023
<hr/> <i>/s/ Madhu Pawar</i> Madhu Pawar	Director	March 23, 2023

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# Milbank

55 Hudson Yards | New York, NY 10001-216  
T: 212.530.5000  
milbank.com

March 24, 2023

Re: Talkspace, Inc. – Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Talkspace, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of up to 8,057,752 shares (the “**Shares**”) of common stock, par value \$0.0001 per share, of the Company, which may be issued pursuant to the Talkspace, Inc. 2021 Incentive Award Plan (the “**2021 Plan**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such documents, matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the “**DGCL**”) and the laws of the state of New York, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2021 Plan, assuming in each case that the individual grants or awards under the 2021 Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the 2021 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and all references to us in 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 Act or the rules and regulations of the Commission thereunder. We disclaim any obligation to update anything herein for events occurring after the date hereof.

Very truly yours,

/s/ Milbank LLP

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Incentive Award Plan of Talkspace Inc. of our reports dated March 10, 2023, with respect to the consolidated financial statements of Talkspace Inc. and the effectiveness of internal control over financial reporting of Talkspace Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer  
A Member of Ernst & Young Global

Tel-Aviv, Israel  
March 24, 2023

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## Calculation of Filing Fee Tables

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

**Talkspace, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1—Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2021 Incentive Award Plan	Equity	Common stock, par value \$0.0001 per share	8,057,752 (2)	\$0.64 (3)	\$5,156,961.28	\$ 110.20 per \$1,000,000	\$568.30
	Total Offering Amounts			\$5,156,961.28			\$568.30
	Total Fee Offsets (4)						\$0.00
	Net Fee Due						\$568.30

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 8,057,752 shares issuable under the Talkspace, Inc. 2021 Incentive Award Plan (the "2021 Plan") pursuant to the terms of the 2021 Plan.
- (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 Talkspace, Inc.'s (the "Registrant") common stock as reported on The Nasdaq Global Select Market on March 20, 2023.
- (4) The Registrant does not have any fee offsets.