

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

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

RAPT Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3313701
(I.R.S. Employer
Identification No.)

561 Eccles Avenue
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

2019 Equity Incentive Plan
(Full title of the plan)

Brian Wong
President and Chief Executive Officer
RAPT Therapeutics, Inc.
561 Eccles Avenue
South San Francisco, California 94080
(Name and address of agent for service)

(650) 489-9000
(Telephone number, including area code, of agent for service)

Copies to:

**Michael
Tenta
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

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
Non-accelerated filer

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.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|--------------------------------|---|---|-------------------------------|
| Common Stock, par value \$0.0001 per share | | | | |
| – 2019 Equity Incentive Plan | 873,321 shares | \$16.36 | \$14,287,531.56 | \$1,854.52 |
| Total | 873,321 shares | | \$14,287,531.56 | \$1,854.52 |

- (1) Represents additional shares that were automatically added to the shares reserved for future issuance under the Registrant's 2019 Equity Incentive Plan (the "**2019 Plan**") on January 1, 2020 pursuant to the automatic share increase provision of the 2019 Plan. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement shall also cover any additional shares of Common Stock of RAPT Therapeutics, Inc. (the "**Registrant**") that become issuable under the plans set forth herein 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 Registrant's Common Stock, as applicable.
 - (2) Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock, as reported on The Nasdaq Global Select Market on March 25, 2020.
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EXPLANATORY NOTE

The Registrant is filing this Registration Statement for the purpose of registering an additional 873,321 shares of the Registrant's common stock, par value \$0.0001 per share ("**Common Stock**"), to be issued pursuant to the Registrant's 2019 Equity Incentive Plan (the "**2019 Plan**"). These shares being registered pursuant to this Registration Statement are the same class as and in addition to other securities for which an earlier registration statement related to the 2019 Plan was filed with the Securities and Exchange Commission (the "**Commission**") on November 1, 2019 (File No. 333-234448) (the "**Prior Registration Statement**"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- (a) The Registrant's Annual Report on [Form 10-K](#) (File No. 001-38997) for the fiscal year ended December 31, 2019, filed with the SEC on March 30, 2020.
- (b) All other reports of the Registrant 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 Registrant's Annual Report referred to in (a) above (other than information in any Current Report on Form 8-K deemed to have been furnished and not filed in accordance with the rules of the Commission and, except as may be noted in any such Form 8-K, exhibits filed on such Form 8-K that are related to such information).
- (c) The description of the Registrant's Common Stock filed as Exhibit 4.2 to the Registrant's Annual Report on Form 10-K (File No. 001-38997) for the fiscal year ended December 31, 2019, filed with the SEC on March 30, 2020, including any amendment or report filed for the purpose of updating such description.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered 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 of this Registration Statement from the date of the filing of such reports and documents. 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 that 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

The exhibits to this Registration Statement are listed below.

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed Herewith |
|---------------------------|---|----------------------------------|-----------------|--------------------|-----------------|-----------------------|
| | | Form | File No. | Exhibit No. | Filed On | |
| 4.1 | Amended and Restated Certificate of Incorporation | 8-K | 001-38997 | 3.1 | 11/04/19 | |
| 4.2 | Amended and Restated Bylaws | 8-K | 001-38997 | 3.2 | 11/04/19 | |
| 4.3 | Form of Common Stock Certificate | S-1 | 333-232572 | 4.1 | 07/22/19 | |
| 4.4 | RAPT Therapeutics, Inc. 2019 Equity Incentive Plan | S-1 | 333-232572 | 10.4 | 07/22/19 | |
| 4.5 | Form of Restricted Stock Unit Award Agreement and Grant Notice for RAPT Therapeutics, Inc. 2019 Equity Incentive Plan | S-1 | 333-232572 | 10.5 | 07/22/19 | |
| 4.6 | Form of Stock Option Agreement and Grant Notice for RAPT Therapeutics, Inc. 2019 Equity Incentive Plan | S-1 | 333-232572 | 10.6 | 07/22/19 | |
| 5.1 | Opinion of Cooley LLP | | | | | X |
| 23.1 | Consent of Independent Registered Public Accounting Firm | | | | | X |
| 23.2 | Consent of Cooley LLP. Reference is made to Exhibit 5.1 to this Registration Statement | | | | | X |
| 24.1 | Power of Attorney. Reference is made to the signature page of this Registration Statement | | | | | X |

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 South San Francisco, State of California on March 30, 2020.

RAPT THERAPEUTICS, INC.

By: /s/ Brian Wong, M.D. Ph.D.

Brian Wong, M.D. Ph.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 Brian Wong and Rodney Young, and each or any one of them, 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 their, 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 below by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|----------------|
| <u>/s/ Brian Wong, M.D., Ph.D.</u> Brian Wong, M.D., Ph.D. | President, Chief Executive Officer and Director (principal executive officer) | March 30, 2020 |
| <u>/s/ Rodney Young</u> Rodney Young | Chief Financial Officer and Secretary (principal financial officer) | March 30, 2020 |
| <u>/s/ Karen C. Lam</u> Karen C. Lam | Vice President, Finance and Corporate Controller (principal accounting officer) | March 30, 2020 |
| <u>/s/ William Rieflin</u> William Rieflin | Chair of the Board of Directors | March 30, 2020 |
| <u>/s/ Michael F. Giordano, M.D.</u> Michael F. Giordano, M.D. | Director | March 30, 2020 |
| <u>/s/ David V. Goeddel, Ph.D.</u> David V. Goeddel, Ph.D. | Director | March 30, 2020 |
| <u>/s/ Mary Ann Gray, Ph.D.</u> Mary Ann Gray, Ph.D. | Director | March 30, 2020 |
| <u>/s/ Linda Kozick</u> Linda Kozick | Director | March 30, 2020 |
| <u>/s/ Wendye Robbins, M.D.</u> Wendye Robbins, M.D. | Director | March 30, 2020 |

Michael Tenta
+1 650 843 5636
mtenta@cooley.com

March 30, 2020

RAPT Therapeutics, Inc.
561 Eccles Avenue
South San Francisco, CA 94080

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to RAPT Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of up to 873,321 shares of the Company’s Common Stock, par value \$0.0001 per share (the “**Shares**”) pursuant to the Company’s 2019 Equity Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Plan, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we have determined to be necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons other than by the Company of all documents 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, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Michael Tenta
Michael Tenta

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Equity Incentive Plan of RAPT Therapeutics, Inc. of our report dated March 30, 2020, with respect to the consolidated financial statements of RAPT Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
March 30, 2020