The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-Number: 0076

Estimated average

burden

hours per response:

Entity Type

4.00

1. Issuer's Identity

Previous CIK (Filer ID Number) Names

X None X Corporation

Limited Partnership

Limited Liability Company

General Partnership **Business Trust** Other (Specify)

0001673772

Name of Issuer

FLX Bio, Inc. Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2015

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

FLX Bio, Inc.

Street Address 1 Street Address 2

561 ECCLES AVENUE

City **State/Province/Country** ZIP/PostalCode **Phone Number of Issuer**

SOUTH SAN FRANCISCO CALIFORNIA 94080 (650) 489-9000

3. Related Persons

Last Name Middle Name First Name

Brian Wong

> **Street Address 1 Street Address 2**

c/o FLX Bio, Inc. 561 Eccles Avenue

> ZIP/PostalCode City State/Province/Country

South San Francisco **CALIFORNIA** 94080

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

V. Goeddel David

> **Street Address 1 Street Address 2**

c/o FLX Bio, Inc. 561 Eccles Avenue

> ZIP/PostalCode City State/Province/Country

South San Francisco **CALIFORNIA** 94080

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name Seidenberg Beth **Street Address 2 Street Address 1** c/o FLX Bio, Inc. 561 Eccles Avenue City State/Province/Country ZIP/PostalCode 94080 South San Francisco **CALIFORNIA Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Rieflin William J. **Street Address 1 Street Address 2** c/o FLX Bio, Inc. 561 Eccles Avenue ZIP/PostalCode City State/Province/Country South San Francisco **CALIFORNIA** 94080 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Hemrajani Rekha **Street Address 1 Street Address 2** c/o FLX Bio, Inc. 561 Eccles Avenue ZIP/PostalCode City State/Province/Country **CALIFORNIA** 94080 South San Francisco **Relationship:** X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name Kozick** Linda Street Address 1 Street Address 2 c/o FLX Bio, Inc. 561 Eccles Avenue City State/Province/Country ZIP/PostalCode South San Francisco **CALIFORNIA** 94080 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name **Middle Name** Giordano Michael F. **Street Address 1 Street Address 2** c/o FLX Bio, Inc. 561 Eccles Avenue State/Province/Country ZIP/PostalCode City South San Francisco **CALIFORNIA** 94080 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): 4. Industry Group Health Care Agriculture Retailing **Banking & Financial Services** X Biotechnology Restaurants

Health Insurance

Hospitals & Physicians

Technology

Computers

Commercial Banking

Insurance

Investing Pharmaceuticals Telecommunications **Investment Banking** Other Health Care Other Technology Pooled Investment Fund Manufacturing Travel Is the issuer registered as Real Estate Airlines & Airports an investment company under the Investment Company Commercial Lodging & Conventions Act of 1940? Construction Tourism & Travel Services Yes No **REITS & Finance** Other Travel Other Banking & Financial Services Residential Other **Business Services** Other Real Estate Energy Coal Mining **Electric Utilities**

5. Issuer Size

Oil & Gas

Other Energy

Energy Conservation Environmental Services

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)	
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)	
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)	
Rule 504 (b)(1)(iii) X Rule 506(b)	Section 3(c)(4)	Section 3(c)(12)	
Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)	
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)	
	Section 3(c)(7)		

7. Type of Filing

X New Notice Date of First Sale 2018-12-18 First Sale Yet to Occur Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Tenant-in-Common Securities Mineral Property Securities

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None

(Associated) Broker or Dealer CRD (Associated) Broker or Dealer X None X None Number

> **Street Address 1 Street Address 2**

ZIP/Postal City State/Province/Country

Code

State(s) of Solicitation (select all that apply) Check "All Statesâ€∏ or check individual

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount Indefinite \$35,000,000 USD or

Total Amount Sold \$22,634,798 USD

Total Remaining to be Sold \$12,365,202 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

States

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amount of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

> \$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
FLX Bio, Inc.	/s/ Brian Wong	Brian Wong, M.D., Ph.D.	Chief Executive Officer	2018-12-31

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.