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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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**RAPT Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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

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

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

**94080**  
(Zip Code)

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**2019 Equity Incentive Plan**  
**2019 Employee Stock Purchase Plan**  
(Full titles of the plans)

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**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)

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*Copies to:*

**Courtney M.W. Tygesson**  
**Cooley LLP**  
**110 N. Wacker Dr Suite 4200**  
**Chicago, IL 60606**  
**(312) 881-6500**

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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   
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.

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## EXPLANATORY NOTE

RAPT Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,616,268 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), comprising (i) 1,375,932 shares of Common Stock to be issued pursuant to the Registrant’s 2019 Equity Incentive Plan and (ii) 240,336 shares of Common Stock to be issued pursuant to the Registrant’s 2019 Employee Stock Purchase Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on November 1, 2019 ([File No. 333-234448](#)), March 30, 2020 ([File No. 333-237487](#)), March 11, 2021 ([File No. 333-254127](#)), March 10, 2022 ([File No. 333-263426](#)) and March 14, 2023 ([File No. 333-270523](#)) are hereby incorporated in this Registration Statement by reference to the extent not replaced 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, 2023, filed with the Commission on March 7, 2024.
- (b) The Registrant’s Current Report on Form 8-K (File No. 001-38997) filed with the Commission on [February 20, 2024](#).
- (c) The description of the Registrant’s Common Stock which is contained in a registration statement on Form [8-A](#) on July 22, 2019 (File No. 001-38997) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description, including 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.
- (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.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit No.</u>	<u>Filed On</u>	
4.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	8-K	001-38997	3.1	11/04/19	
4.2	<a href="#">Amended and Restated Bylaws</a>	8-K	001-38997	3.2	11/04/19	
4.3	<a href="#">Form of Common Stock Certificate</a>	S-1	333-232572	4.1	07/22/19	
4.4	<a href="#">RAPT Therapeutics, Inc. 2019 Equity Incentive Plan</a>	S-1	333-232572	10.4	07/22/19	
4.5	<a href="#">Form of Stock Option Agreement and Grant Notice for RAPT Therapeutics, Inc. 2019 Equity Incentive Plan</a>	S-1	333-232572	10.5	07/22/19	
4.6	<a href="#">Form of Restricted Stock Unit Award Agreement and Grant Notice for RAPT Therapeutics, Inc. 2019 Equity Incentive Plan</a>	S-1	333-232572	10.6	07/22/19	
4.7	<a href="#">RAPT Therapeutics, Inc. 2019 Employee Stock Purchase Plan</a>	S-1	333-232572	10.7	07/22/19	
5.1	<a href="#">Opinion of Cooley LLP</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
23.2	<a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1 to this Registration Statement</a>					X
24.1	<a href="#">Power of Attorney. Reference is made to the signature page of this Registration Statement</a>					X
107	<a href="#">Filing Fee Table.</a>					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 7, 2024.

### 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 7, 2024
<u>/s/ Rodney Young</u> Rodney Young	Chief Financial Officer and Secretary (principal financial officer and principal accounting officer)	March 7, 2024
<u>/s/ William Rieflin</u> William Rieflin	Chair of the Board of Directors	March 7, 2024
<u>/s/ Michael F. Giordano, M.D.</u> Michael F. Giordano, M.D.	Director	March 7, 2024
<u>/s/ Mary Ann Gray, Ph.D.</u> Mary Ann Gray, Ph.D.	Director	March 7, 2024
<u>/s/ Linda Kozick</u> Linda Kozick	Director	March 7, 2024
<u>/s/ Lori Lyons-Williams</u> Lori Lyons-Williams	Director	March 7, 2024
<u>/s/ Wendye Robbins, M.D.</u> Wendye Robbins, M.D.	Director	March 7, 2024



Courtney Tygesson  
+1 312 881 6680  
CTygesson@cooley.com

March 7, 2024

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 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 1,616,268 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share (the "**Common Stock**"), consisting of (a) 1,375,932 shares of Common Stock issuable pursuant to the Company's 2019 Equity Incentive Plan (the "**2019 Plan**") and (b) 240,336 shares of Common Stock issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the 2019 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) 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 Plans, the Registration Statement and the related prospectuses, 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).

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.

Cooley LLP 110 N. Wacker Drive, Suite 4200 Chicago, IL 60606-1511  
t: (312) 881-6500 f: (312) 881-6598 cooley.com



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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/ Courtney Tygesson  
Courtney Tygesson

Cooley LLP 110 N. Wacker Drive, Suite 4200 Chicago, IL 60606-1511  
t: (312) 881-6500 f: (312) 881-6598 cooley.com

**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 and the 2019 Employee Stock Purchase Plan of RAPT Therapeutics, Inc. of our report dated March 7, 2024, 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, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California

March 7, 2024

## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)**RAPT Therapeutics, 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
Fees to Be Paid	Equity	<b>2019 Equity Incentive Plan</b> , Common Stock, par value \$0.0001 per share	457(c) and 457(h)	1,375,932 (2)	\$8.86 (4)	\$12,190,758.00	\$147.60 per \$1,000,000	\$1,800.00
Fees to Be Paid	Equity	<b>2019 Employee Stock Purchase Plan</b> , Common Stock, par value \$0.0001 per share	457(c) and 457(h)	240,336 (3)	\$7.54 (5)	\$1,812,134.00	\$147.60 per \$1,000,000	\$268.00
Fees Previously Paid								
<b>Total Offering Amounts</b>						<b>\$14,002,892.00</b>		<b>\$2,068.00</b>
<b>Total Fees Previously Paid</b>								—
<b>Total Fee Offsets</b>								—
<b>Net Fee Due</b>								<b>\$2,068.00</b>

- (1) 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 the Registrant’s Common Stock, par value \$0.0001 per share (the “*Common Stock*”) 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 Common Stock, as applicable.
- (2) Consists of 1,375,932 additional shares of Common Stock that were automatically added to the shares reserved for future issuance in the Registrant’s 2019 Equity Incentive Plan (the “*2019 Plan*”) on January 1, 2024 pursuant to an “evergreen” provision contained in the 2019 Plan, which provides that the number of shares available under the 2019 Plan will automatically increase on January 1 of each year, through and including January 1, 2029, in an amount equal to the lesser of (i) 4% of the total number of shares of Capital Stock (as defined in the 2019 Plan) outstanding on December 31 of the preceding calendar year or (ii) such smaller number of shares as the Registrant’s board of directors (the “*Board*”) may designate prior to the applicable January 1.
- (3) Consists of 240,336 additional shares of Common Stock that were automatically added to the shares reserved for future issuance under the Registrant’s 2019 Employee Stock Purchase Plan (the “*2019 ESPP*”) on January 1, 2024 pursuant to an “evergreen” provision contained in the 2019 ESPP. The 2019 ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2019 ESPP on January 1 of each year, commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the least of (a) 1% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding calendar year, (b) 240,336 shares of Common Stock and (c) a number of shares of Common Stock designated by action of the Board prior to the first day of any calendar year.
- (4) 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, on the basis of \$8.86 per share, which is the average of the high and low prices of the Common Stock, as reported on the Nasdaq Global Market on March 4, 2024.
- (5) 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, on the basis of \$7.54 per share, which is the average of the high and low prices of the Common Stock, as reported on the Nasdaq Global Market on March 4, 2024, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2019 ESPP.