
**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 titles of the plans)

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
Courtney M.W. Tygesson
Cooley LLP
3175 Hanover Street
Pal Alto, CA 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

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.

EXPLANATORY NOTE

RAPT Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,370,173 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), issuable pursuant to the Registrant’s 2019 Equity Incentive Plan (the “**2019 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](#)) and March 10, 2022 ([File No. 333-263426](#)) 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, 2022, filed with the Commission on [March 14, 2023](#).
- (b) The Registrant’s Current Reports on Form 8-K (File No. 001-38997) (other than information furnished rather than filed) filed with the Commission on [January 9, 2023](#) and [March 14, 2023](#).
- (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.

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	10.6	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	10.5	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
107	Filing Fee Table.					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 14, 2023.

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 <i>(principal executive officer)</i>	March 14, 2023
<u>/s/ Rodney Young</u> Rodney Young	Chief Financial Officer and Secretary <i>(principal financial officer and principal accounting officer)</i>	March 14, 2023
<u>/s/ William Rieflin</u> William Rieflin	Chair of the Board of Directors	March 14, 2023
<u>/s/ Michael F. Giordano, M.D.</u> Michael F. Giordano, M.D.	Director	March 14, 2023
<u>/s/ Lori Lyons-Williams</u> Lori Lyons-Williams	Director	March 14, 2023
<u>/s/ Mary Ann Gray, Ph.D.</u> Mary Ann Gray, Ph.D.	Director	March 14, 2023
<u>/s/ Linda Kozick</u> Linda Kozick	Director	March 14, 2023
<u>/s/ Wendye Robbins, M.D.</u> Wendye Robbins, M.D.	Director	March 14, 2023

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 14, 2023, 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, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California
March 14, 2023

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 (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share	457(c) and 457(h)	1,370,173(3)	\$29.67	\$40,653,033	\$110.20 per \$1,000,000	\$4,480
Fees Previously Paid								
		Total Offering Amounts				\$40,653,033		\$4,480
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fee Due						\$ 4,480

- (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 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, on the basis of \$29.67 per share, which is the average of the high and low prices of the Registrant’s Common Stock, as reported on the Nasdaq Global Market on March 9, 2023.
- (3) Consists of 1,370,173 additional shares of Common Stock that were automatically added to the shares reserved for future issuance in the RAPT Therapeutics, Inc. 2019 Equity Incentive Plan (the “Plan”) on January 1, 2023 pursuant to an “evergreen” provision contained in the Plan, which provides that the number of shares available under the 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 Plan) outstanding on December 31 of the preceding calendar year or (ii) such smaller number of shares as the Registrant’s Board of Directors may designate prior to the applicable January 1.