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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)

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

**561 Eccles Avenue**  
**South San Francisco, California 94080**  
**(650) 489-9000**  
(Address of principal executive offices) (Zip code)

**2015 Stock Plan**  
**2019 Equity Incentive Plan**  
**2019 Employee Stock Purchase Plan**  
(Full titles of the plans)

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**Brian Wong, M.D., Ph.D.**  
**President and Chief Executive Officer**  
**RAPT Therapeutics, Inc.**  
**561 Eccles Avenue**  
**South San Francisco, California 94080**  
**(650) 489-9000**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

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*Copies to:*

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

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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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share				
– 2015 Stock Plan	943,221(2)	\$6.82(5)	\$6,432,767.22(5)	\$834.98
– 2019 Equity Incentive Plan	2,538,598(3)	\$12.00(6)	\$30,463,176.00(6)	\$3,954.13
– 2019 Employee Stock Purchase Plan	240,336(4)	\$10.20(7)	\$2,451,427.20(7)	\$318.20
<b>Total</b>	<b>3,722,155</b>		<b>\$39,347,370.42</b>	<b>\$5,107.31</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share (“Common Stock”), of RAPT Therapeutics, Inc. (the “Registrant”) that become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock reserved for issuance upon the exercise of outstanding options granted under the Registrant’s 2015 Stock Plan, as amended (the “2015 Plan”). The 2015 Plan has been terminated, no further option grants will be made under the 2015 Plan and any shares that (i) expire or terminate for any reason prior to exercise or settlement, (ii) are forfeited because of the failure to meet a contingency or condition required to vest such shares or otherwise return to the Registrant or (iii) are reacquired, withheld (or not issued) to satisfy a tax withholding obligation in connection with an award or to satisfy the purchase price or exercise price of a stock award will become available for issuance pursuant to awards granted under the Registrant’s 2019 Equity Incentive Plan (the “2019 Plan”). See footnote 3 below.
- (3) Represents shares of Common Stock reserved for issuance under the 2019 Plan. Pursuant to the terms of the 2019 Plan, any shares subject to outstanding stock options or other stock awards under the 2015 Plan that (i) expire or terminate for any reason prior to exercise or settlement, (ii) are forfeited because of the failure to meet a contingency or condition required to vest such shares or otherwise return to the Registrant or (iii) are reacquired, withheld (or not issued) to satisfy a tax withholding obligation in connection with an award or to satisfy the purchase price or exercise price of a stock award will become available for issuance pursuant to awards granted under the 2019 Plan. See footnote 2 above. The 2019 Plan also provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2019 Plan on January 1 of each year, for a period of not more than ten years, commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the lesser of (a) 4% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding calendar year and (b) a number of shares of Common Stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year.
- (4) Represents shares of Common Stock reserved for issuance under the Registrant’s 2019 Employee Stock Purchase Plan (the “ESPP”). The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 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 lesser 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 Registrant’s board of directors prior to the first day of any calendar year.
- (5) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using the weighted-average exercise price for such shares.
- (6) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$12.00 per share, which is the initial public offering price of the Common Stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-232572) that was declared effective on October 30, 2019 (the “IPO Price”).
- (7) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$10.20 per share, which is 85% of the IPO Price (the percentage of the price per share applicable to purchases under the 2019 ESPP).

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by RAPT Therapeutics, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

(a) The Registrant’s [prospectus](#) filed on November 1, 2019 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1 (File No. 333-232572), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.

(b) The description of the Registrant’s Common Stock which is contained in a registration statement on [Form 8-A](#) filed on July 22, 2019 (File No. 001-38997) under the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

(c) 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 4. Description of Securities.**

See the description of Common Stock contained in the Registration Statement on Form S-1 (File No. 333-232572).

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the “DGCL”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that will be in effect upon the closing of the initial public offering permits indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Registrant’s amended and restated bylaws that will be in effect upon the closing of the initial public offering provide that the Registrant will indemnify its directors and executive officers and permit the Registrant to indemnify its other officers, employees and other agents, in each case to the maximum extent permitted by the DGCL.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 5, 2019).</u></a>
4.2	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant dated May 20, 2019, as currently in effect (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 5, 2019).</u></a>
4.3	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant dated June 6, 2019, as currently in effect (incorporated herein by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 5, 2019).</u></a>
4.4	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant dated July 19, 2019, as currently in effect (incorporated herein by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 22, 2019).</u></a>
4.5	<a href="#"><u>Form of Amended and Restated Certificate of Incorporation of the Registrant, to be effective upon the completion of the Registrant's initial public offering (incorporated herein by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 5, 2019).</u></a>
4.6	<a href="#"><u>Bylaws of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 5, 2019).</u></a>
4.7	<a href="#"><u>Form of Amended and Restated Bylaws of the Registrant, to be effective on the completion of the Registrant's initial public offering (incorporated herein by reference to Exhibit 3.7 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 22, 2019).</u></a>
4.8	<a href="#"><u>Form of common stock certificate of Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 22, 2019).</u></a>

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- 5.1 [Opinion of Cooley LLP.](#)
  - 23.1 [Consent of Independent Registered Public Accounting Firm.](#)
  - 23.2 [Consent of Cooley LLP \(reference is made to Exhibit 5.1\).](#)
  - 24.1 [Power of Attorney \(reference is made to the signature page hereto\).](#)
  - 99.1 2015 Stock Plan and forms of agreements thereunder (incorporated herein by reference to Exhibits [10.2](#) and [10.3](#), respectively, to the Registrant's Registration Statement on Form S-1 (File No. 333-232572), filed with the Commission on July 5, 2019).
  - 99.2 2019 Equity Incentive Plan and forms of agreements thereunder (incorporated herein by reference to Exhibits [10.4](#), [10.5](#) and [10.6](#) to the Registrant's Registration Statement on Form S-1/A (File No. 333-232572), filed with the Commission on July 22, 2019).
  - 99.3 [2019 Employee Stock Purchase Plan \(incorporated herein by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 \(File No. 333-232572\), filed with the Commission on July 22, 2019\).](#)

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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4. That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 this first day of November, 2019.

### 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 Eric Hall, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), 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 his, her or their 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 on FormS-8 has been signed by the following persons in the capacities and on the dates 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>	November 1, 2019
<u>/s/ Eric Hall</u> Eric Hall	Interim Chief Financial Officer and Secretary <i>(Principal Financial Officer)</i>	November 1, 2019
<u>/s/ Karen C. Lam</u> Karen C. Lam	Vice President, Finance and Corporate Controller <i>(Principal Accounting Officer)</i>	November 1, 2019
<u>/s/ William Rieflin</u> William Rieflin	Chair of the Board of Directors	November 1, 2019
<u>/s/ Michael F. Giordano, M.D.</u> Michael F. Giordano, M.D.	Director	November 1, 2019
<u>/s/ David V. Goeddel, Ph.D.</u> David V. Goeddel, Ph.D.	Director	November 1, 2019
<u>/s/ Linda Kozick</u> Linda Kozick	Director	November 1, 2019
<u>/s/ Wendye Robbins, M.D.</u> Wendye Robbins, M.D.	Director	November 1, 2019



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

November 1, 2019

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

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 (a) 934,221 shares of common stock, par value \$0.0001 per share (the "**Common Stock**" and such shares, the "**2015 Shares**") issuable pursuant to the Company's 2015 Stock Plan, as amended, (the "**2015 Plan**") (b) 2,538,598 shares of Common Stock (the "**2019 EIP Shares**") issuable pursuant to the Company's 2019 Equity Incentive Plan (the "**2019 EIP**") and (c) 240,336 shares of Common Stock (together with the 2015 Shares and the 2019 EIP Shares, the "**Shares**") issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the Company's 2015 Plan and 2019 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and related prospectuses, (ii) the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, (iii) forms of the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.5 to the Registration Statement on Form S-1 (No. 333-232572) (the "**S-1 Registration Statement**"), which is to be in effect upon the closing of the offering contemplated by the S-1 Registration Statement, and the Company's Amended and Restated Bylaws, filed as Exhibit 3.7 to the S-1 Registration Statement, which are to be in effect upon the closing of the offering contemplated by the S-1 Registration Statement, (iv) the Plans, and (v) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are 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, and the conformity to originals of all documents submitted to us as copies and the due execution and delivery, by all persons other than the Company, of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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.

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com





RAPT Therapeutics, Inc.  
November 1, 2019  
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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 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 E. Tenta  
Michael E. Tenta

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (FormS-8) pertaining to the 2015 Stock Plan, the 2018 Equity Incentive Plan and the 2019 Employee Stock Purchase Plan of RAPT Therapeutics, Inc. of our report dated May 24, 2019 (except for the retroactive effect of the 1-for-6 reverse stock split as described in Note 2, as to which the date is July 22, 2019), with respect to the consolidated financial statements of RAPT Therapeutics, Inc. for the year ended December 31, 2018, included in its Registration Statement (Form S-1 No. 333-232572) filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California  
November 1, 2019