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

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**FORM S-1  
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)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**47-3313701**  
(I.R.S. Employer  
Identification Number)

**561 Eccles Avenue  
South San Francisco, California 94080  
(650) 489-9000**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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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, address, including zip code, and 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**

**Emily Roberts  
Stephen Salmon  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (333-236256)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

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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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to Be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee(3)
Common Stock, par value \$0.0001 per share	575,000	\$30.00	\$17,250,000	\$2,239.05

- (1) Represents only the additional number of shares being registered and includes an additional 75,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-236256).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (3) The registrant previously registered 2,300,000 shares of its common stock with an aggregate offering price not to exceed \$99,337,000 on a Registration Statement on Form S-1 (File No. 333-236256), which was declared effective by the Securities and Exchange Commission on February 6, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$17,250,000 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by RAPT Therapeutics, Inc. (the "Registrant") by 575,000 shares, 75,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-1 (File No. 333-236256) originally filed on February 4, 2020, as amended (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.2	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on page II-7 of the original filing of the Registration Statement on Form S-1 (File No. 333-236256), filed with the Commission on February 4, 2020 and incorporated herein by reference).</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 February 6, 2020.

### RAPT THERAPEUTICS, INC.

By: /s/ Brian Wong  
Brian Wong, M.D., Ph.D.  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement 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</u> Brian Wong, M.D., Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 6, 2020
<u>/s/ Rodney Young</u> Rodney Young	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 6, 2020
<u>/s/ Karen C. Lam</u> Karen C. Lam	Vice President, Finance and Corporate Controller <i>(Principal Accounting Officer)</i>	February 6, 2020
<u>*</u> William Rieflin	Chair of the Board of Directors	February 6, 2020
<u>*</u> Michael F. Giordano, M.D.	Director	February 6, 2020
<u>*</u> David V. Goeddel, Ph.D.	Director	February 6, 2020
<u>*</u> Mary Ann Gray	Director	February 6, 2020
<u>*</u> Linda Kozick	Director	February 6, 2020
<u>*</u> Wendye Robbins	Director	February 6, 2020

\* Pursuant to Power of Attorney

By: /s/ Rodney Young  
Rodney Young  
*Attorney-in-Fact*



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

February 6, 2020

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 by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 575,000 shares of the Company's common stock, par value \$0.0001 (the "**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-236256), which was declared effective on February 6, 2020 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**"),

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each in effect as of the date hereof, and (c) originals or copies certified to our satisfaction of such records, documents, certificates, opinions, 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 thereof, 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 due authorization, 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.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefore as described in with the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

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



February 6, 2020  
Page Two

Sincerely,

Cooley LLP

By: /s/ Michael Tenta  
Michael 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 on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference 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. included in the Registration Statement (Form S-1 No. 333-236256) and related Prospectus of RAPT Therapeutics, Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Redwood City, California  
February 6, 2020