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

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CRINETICS PHARMACEUTICALS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

26-3744114
(I.R.S. Employer Identification No.)

6055 Lusk Boulevard
San Diego, California 92121
(Address of principal executive offices) (Zip code)

Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan
Crinetics Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan
(Full title of the plans)

R. Scott Struthers
President and Chief Executive Officer
Crinetics Pharmaceuticals, Inc.
6055 Lusk Boulevard
San Diego, California 92121
(885) 450-6464

(Name, address, and telephone number, including area code, of agent for service)

Copies to:

G. Scott Lesmes, Esq.
Morrison & Foerster LLP
2100 L Street NW, Suite 900
Washington, D.C. 20037
(202) 887-1500

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

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.

Proposed sales to take place as soon after the effective date of the Registration Statement as awards granted under the above-named plans are granted, exercised and/or distributed.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,090,513 shares of common stock of Crinetics Pharmaceuticals, Inc. (the “Registrant”) issuable or which may become issuable under the Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan (the “2018 Plan”) and the Crinetics Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan (the “2018 ESPP”), in each case, pursuant to the evergreen provisions of such plans.

Pursuant to General Instruction E of Form S-8, the contents of the prior registration statements on Form S-8, File No. 333-226234, File No. 333-254883, File No. 333-264005 and File No. 333-270125, previously filed with respect to the 2018 Plan and the 2018 ESPP, are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this Registration Statement, Crinetics Pharmaceuticals, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference

The Securities and Exchange Commission (“SEC”) allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 28, 2024; and
- (b) The description of the Registrant’s common stock set forth in the Registrant’s registration statement on [Form 8-A12B](#) (Registration No. 001-38583), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on July 12, 2018, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. 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 other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is incorporated or 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.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
			<u>Exhibit</u>	<u>Date Filed</u>	<u>File Number</u>	
3.1	Amended and Restated Certificate of Incorporation	8-K	3.1	7/20/2018	001-38583	
3.2	Amended and Restated Bylaws	8-K	3.1	12/12/2023	001-38583	
4.1	Specimen stock certificate evidencing the shares of common stock	S-1/A	4.1	7/9/2018	333-225824	
5.1	Opinion of Morrison & Foerster LLP					X
10.1	Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan	S-1/A	10.3	7/9/2018	333-225824	
10.2	Form of Stock Option Agreement under Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan	S-1/A	10.4	7/9/2018	333-225824	
10.3	Form of Restricted Stock Unit Agreement under Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan	10-K	10.5	3/30/2022	001-38583	
10.4	Crinetics Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan and offering document thereunder	S-1/A	10.5	7/9/2018	333-225824	
23.1	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)					X
23.2	Consent of BDO USA, P.C., independent registered public accounting firm					X
24.1	Power of Attorney (included in the signature page to 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 San Diego, State of California, on February 28, 2024.

CRINETICS PHARMACEUTICALS, INC.

By: /s/ R. Scott Struthers, Ph.D.
Name: R. Scott Struthers, Ph.D.
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints R. Scott Struthers, Ph.D. and Marc J.S. Wilson, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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 by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Scott Struthers, Ph.D.</u> R. Scott Struthers, Ph.D.	President, Chief Executive Officer and Director (principal executive officer)	February 28, 2024
<u>/s/ Marc J.S. Wilson</u> Marc J.S. Wilson	Chief Financial Officer (principal financial and accounting officer)	February 28, 2024
<u>/s/ Wendell Wierenga, Ph.D.</u> Wendell Wierenga, Ph.D.	Chairman of the Board of Directors	February 28, 2024
<u>/s/ Camille Bedrosian, M.D.</u> Camille Bedrosian, M.D.	Director	February 28, 2024
<u>/s/ Caren Deardorf</u> Caren Deardorf	Director	February 28, 2024
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Director	February 28, 2024
<u>/s/ Weston Nichols, Ph.D.</u> Weston Nichols, Ph.D.	Director	February 28, 2024
<u>/s/ Stephanie Okey</u> Stephanie Okey	Director	February 28, 2024
<u>/s/ Rogério Vivaldi Coelho, M.D.</u> Rogério Vivaldi Coelho, M.D.	Director	February 28, 2024

February 28, 2024

Board of Directors
Crinetics Pharmaceuticals, Inc.
6055 Lusk Boulevard
San Diego, California 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to Crinetics Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in connection with its registration statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the proposed offering of up to 4,090,513 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, all of which Shares may be issued pursuant to awards under the Company’s 2018 Incentive Award Plan (the “2018 Plan”) and/or the Company’s 2018 Employee Stock Purchase Plan (the “ESPP”, and, together with the 2018 Plan, the “Plans”).

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion, and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, the Delaware Constitution and reported judicial decisions interpreting those laws, each as currently in effect.

Based upon and subject to the foregoing, it is our opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms

MORRISON FOERSTER

of the applicable Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name wherever appearing in the Registration Statement and any amendments thereto. 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.

Very truly yours,

/s/ Morrison & Foerster LLP

Consent of Independent Registered Public Accounting Firm

Crinetics Pharmaceuticals, Inc.
San Diego, California

We hereby consent to the incorporation by reference in the Registration Statement of our reports dated February 28, 2024, relating to the consolidated financial statements and the effectiveness of Crinetics Pharmaceuticals, Inc.'s (the "Company") internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.

San Diego, California
February 28, 2024

Calculation of Filing Fee Table

Form S-8

(Form Type)

Crinetics Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value	Rules 457(c) and 457(h)	3,408,761 (2)	\$37.04 (3)	\$126,260,507	\$147.60 per \$1,000,000	\$18,636.06
Equity	Common stock, \$0.001 par value	Rules 457(c) and 457(h)	681,752 (4)	\$37.04 (3)	\$25,252,094	\$147.60 per \$1,000,000	\$3,727.21
Total Offering Amounts							\$22,363.27
Total Fee Offsets (5)							\$0
Net Fee Due							\$22,363.27

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers an indeterminate number of additional shares that may be issued pursuant to the above-named plans as a result of any future stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.

(2) Represents additional shares of the Registrant’s common stock that became available or may become available for issuance under the Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan (the “2018 Plan”), pursuant to the evergreen provision of the 2018 Plan.

(3) Estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee. The maximum price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 23, 2024, which date is within five business days prior to filing this Registration Statement.

(4) Represents additional shares of the Registrant’s common stock that became available or may become available for issuance under the Crinetics Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan (the “2018 ESPP”), pursuant to the evergreen provision of the 2018 ESPP.

(5) The Registrant does not have any fee offsets.

