
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.)

10222 Barnes Canyon Road, Bldg. #2
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.
10222 Barnes Canyon Road, Bldg. #2
San Diego, California 92121
(885) 450-6464

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

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.001 par value	5,000,000 (3)	\$15.60	\$78,000,000	\$8,509.80
Common stock, \$0.001 par value	1,125,000 (4)	\$15.60	\$17,550,000	\$1,914.71
Total	6,125,000	–	\$95,550,000	\$10,424.51

- (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 the 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) Estimated in accordance with Rule 457(c) 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 March 29, 2021, which date is within five business days prior to filing this Registration Statement.
- (3) 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.
- (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.

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 6,125,000 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”) pursuant to the evergreen provisions of such plans.

Pursuant to General Instruction E of Form S-8, the contents of the prior registration statement on Form S-8, File No. 333-226234, 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 I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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, 2020, filed with the SEC on March 30, 2021;
- (b) The Registrant’s Current Reports on Form 8-K filed with the SEC on [January 6, 2021](#), [February 3, 2021](#), and [February 4, 2021](#); and
- (c) 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

Exhibit Number	Description	Form	Incorporated by Reference			Filed Herewith
			Exhibit	Date Filed	File Number	
3.1	Amended and Restated Certificate of Incorporation	8-K	3.1	7/20/18	001-38583	
3.2	Amended and Restated Bylaws	8-K	3.1	4/14/2020	001-38583	
4.1	Specimen stock certificate evidencing the shares of common stock	S-1/A	4.1	7/9/18	333-225824	
4.2	Description of Registered Securities	10-K	4.3	3/30/21	001-38583	
5.1	Opinion of Latham & Watkins LLP					X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).					X
23.2	Consent of BDO USA LLP, independent registered public accounting firm					X
24.1	Power of Attorney (included in the signature page to this Registration Statement).					X
99.1	Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan.	S-1/A	10.3	7/9/18	333-225824	
99.2	Form of Stock Option Agreement under the Crinetics Pharmaceuticals, Inc. 2018 Incentive Award Plan	S-1/A	10.4	7/9/18	333-225824	
99.3	Crinetics Pharmaceuticals, Inc. 2018 Employee Stock Purchase Plan and offering document thereunder.	S-1/A	10.5	7/9/18	333-225824	

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 March 30, 2021.

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 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.

Signature	Title	Date
<u>/s/ R. Scott Struthers</u> R. Scott Struthers	President and Chief Executive Officer (Principal Executive Officer)	March 30, 2021
<u>/s/ Marc J. S. Wilson</u> Marc J. S. Wilson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 30, 2021
<u>/s/ Wendell Wierenga, Ph.D.</u> Wendell Wierenga, Ph.D.	Chairman of the Board of Directors	March 30, 2021
<u>/s/ Camille L. Bedrosian, M.D.</u> Camille L. Bedrosian, M.D.	Director	March 30, 2021
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Director	March 30, 2021
<u>/s/ Stephen Kaldor, Ph.D.</u> Stephen Kaldor, Ph.D.	Director	March 30, 2021
<u>/s/ Weston Nichols, Ph.D.</u> Weston Nichols, Ph.D.	Director	March 30, 2021
<u>/s/ Stephanie S. Okey, M.S.</u> Stephanie S. Okey, M.S.	Director	March 30, 2021

Opinion of Latham & Watkins LLP

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March 30, 2021

Crinetics Pharmaceuticals, Inc.
 10222 Barnes Canyon Road, Bldg. #2
 San Diego, CA 92121

Re: Registration Statement on Form S-8; 6,125,000 Shares of Common Stock, par value \$0.001 per share

Ladies and Gentlemen:

We have acted as special counsel to Crinetics Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of an aggregate of 6,125,000 shares of common stock, \$0.001 par value per share (the "Shares"), of the Company, pursuant to the Company's 2018 Incentive Award Plan (the "2018 Plan") and the Company's 2018 Employee Stock Purchase Plan (the "ESPP," and together with the 2018 Plan, the "Plans"). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on March 30, 2021 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate filed as an exhibit to the Company's Registration Statement on Form S-1) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plans for legal consideration in excess of par value, the issuance of the Shares

LATHAM & WATKINS LLP

will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

Crinetics Pharmaceuticals, Inc.
San Diego, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 30, 2021, relating to the consolidated financial statements of Crinetics Pharmaceuticals, Inc. (the "Company"), appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ BDO USA, LLP

San Diego, California
March 30, 2021