

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

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

Harpoon Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3458693
(IRS employer
identification number)

131 Oyster Point Blvd, Suite 300
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

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

Gerald McMahon, Ph.D.
President and Chief Executive Officer
Harpoon Therapeutics, Inc.
131 Oyster Point Blvd, Suite 300
South San Francisco, California 94080
(650) 443-7400

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

Copies to:

Laura A. Berezin
Robert W. Phillips
Jonie I. Kondracki
Cooley LLP
3175 Hanover Street
Palo Alto, California 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
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
2019 Equity Incentive Plan (Common stock, \$0.0001 par value per share)	1,245,242(2)	\$14.45(4)	\$17,933,747(4)	\$2,336

2019 Employee Stock Purchase Plan				
(Common stock, \$0.0001 par value per share)	249,048(3)	\$14.45(4)	\$3,598,744(4)	\$468
TOTAL	1,494,290		\$21,592,491	\$2,804

- (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 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 Harpoon Therapeutics, Inc.’s (the “**Registrant**”) outstanding shares of common stock, par value \$0.0001 per share (the “**Common Stock**”).
- (2) Represents additional shares of the Registrant’s Common Stock reserved for future grant under the Harpoon Therapeutics, Inc. 2019 Equity Incentive Plan (the “**2019 Plan**”) as a result of the automatic increase in shares reserved thereunder on January 1, 2020 pursuant to the terms of the 2019 Plan. The 2019 Plan 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, 2020 and ending on (and including) January 1, 2029 in an amount equal to the lesser of (a) 5% of the total number of shares of the Registrant’s capital stock outstanding on December 31st 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.
- (3) Represents additional shares of the Registrant’s Common Stock reserved for issuance under the Harpoon Therapeutics, Inc. 2019 Employee Stock Purchase Plan (the “**ESPP**”) as a result of the automatic increase in shares reserved thereunder on January 1, 2020 pursuant to the terms of 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, 2020 and ending on (and including) January 1, 2029. The number of shares added each year will be 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) 750,000 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.
- (4) Estimated pursuant to Rule 457(c) and 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 based on the average of the high and low sale prices of the Common Stock as reported on The Nasdaq Global Select Market on March 10, 2020.

PART I
EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,245,242 shares of common stock under the Harpoon Therapeutics, Inc. 2019 Equity Incentive Plan and an additional 249,048 shares of common stock under the Harpoon Therapeutics, Inc. 2019 Employee Stock Purchase Plan, pursuant to the provisions of each plan which provide for annual automatic increases in the number of shares of common stock reserved for issuance under each respective plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Harpoon Therapeutics, Inc. (the “**Registrant**”) hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- (a) the contents of the Registrant’s Registration Statement on [Form S-8](#), previously filed with the Commission on February 8, 2019 (File No. 333-229592);
- (b) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-38800) for the year ended December 31, 2019, filed with the Commission on March 12, 2020; and
- (c) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-38800) filed with the Commission on February 5, 2019, under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendments or reports filed for the purpose of updating such description.

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 deregisters 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 documents 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 herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
4.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q (File No. 001-38800), filed with the SEC on August 5, 2019).
4.2	Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-38800), filed with the SEC on February 13, 2019).
4.3	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-229040), filed with the Commission on January 29, 2019).
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Accounting Firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Registration Statement).
99.1	2019 Equity Incentive Plan and forms of grant notice, stock option and restricted stock unit awards agreements and notice of exercise thereunder (incorporated herein by reference to Exhibit 10.2 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-229040), filed with the Commission on January 29, 2019).
99.2	2019 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-229040), filed with the Commission on January 29, 2019).

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 13, 2020.

Harpoon Therapeutics, Inc.

By: /s/ Gerald McMahon, Ph.D.
Gerald McMahon, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gerald McMahon and Georgia Erbez, and each of them, as his or her true and lawful attorney-in-fact and agent, with the full power of substitution and resubstitution, for him or her and in his or her 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 their or his or her 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 Form S-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/ Gerald McMahon, Ph.D.</u> Gerald McMahon, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 13, 2020
<u>/s/ Georgia Erbez</u> Georgia Erbez	Chief Financial Officer (Principal Financial and Accounting Officer)	March 13, 2020
<u>/s/ Luke Evnin, Ph.D.</u> Luke Evnin, Ph.D.	Chairman of the Board of Directors	March 13, 2020
<u>/s/ Patrick Baeuerle, Ph.D.</u> Patrick Baeuerle, Ph.D.	Director	March 13, 2020
<u>/s/ Mark Chin</u> Mark Chin	Director	March 13, 2020
<u>/s/ Jonathan Drachman, M.D.</u> Jonathan Drachman, M.D.	Director	March 13, 2020
<u>/s/ Julie Eastland</u> Julie Eastland	Director	March 13, 2020
<u>/s/ Ron Hunt</u> Ron Hunt	Director	March 13, 2020
<u>/s/ Scott Myers</u> Scott Myers	Director	March 13, 2020



Laura Berezin
+1 650 843 5128
lberezin@cooley.com

March 13, 2020

Harpoon Therapeutics, Inc.
131 Oyster Point Blvd, Suite 300
South San Francisco, California 94080

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Harpoon Therapeutics, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion 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 1,494,290 shares of common stock, par value \$0.0001 per share, consisting of (i) 1,245,242 shares of common stock (the "**2019 Plan Shares**") issuable pursuant to the Company's 2019 Equity Incentive Plan and (ii) 249,048 shares of common stock (together with the 2019 Plan Shares, the "**Shares**") issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the 2019 Equity Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses included therein, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, certificates, memoranda, and other instruments as we deem 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, 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 by all persons other than by the Company of all documents 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 in accordance with the Plans, the Registration Statement and related prospectuses included therein, 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).

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM



We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Laura A. Berezin

Laura A. Berezin

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 (Form S-8) pertaining to the 2019 Equity Incentive Plan and the 2019 Employee Stock Purchase Plan of Harpoon Therapeutics, Inc. of our report dated March 12, 2020, with respect to the financial statements of Harpoon Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California

March 12, 2020