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

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

Gritstone Oncology, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-4859534
(I.R.S. Employer
Identification Number)

5858 Horton Street, Suite 210
Emeryville, California
(Address of Principal Executive Offices)

94608
(Zip Code)

2018 Incentive Award Plan
2018 Employee Stock Purchase Plan
(Full Title of the Plan)

Andrew Allen, M.D., Ph.D.
President and Chief Executive Officer
Gritstone Oncology, Inc.
5858 Horton Street, Suite 210
Emeryville, California 94608
(510) 871-6100

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

Copies to:

Alan C. Mendelson, Esq.
Brian J. Cuneo, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600

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 Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,160,000 ⁽³⁾	\$10.62	\$12,319,200	\$1,493
Common Stock, \$0.0001 par value per share	290,000 ⁽⁴⁾	\$10.62	\$3,079,800	\$374
Total:	1,450,000		\$15,399,000	\$1,867

- (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 the Registrant's common stock that become issuable under the 2018 Incentive Award Plan (the "2018 Plan") and the 2018 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for shares reserved for future issuance under the 2018 Plan and the ESPP are based on the average of the high and the low price of Registrant's Common Stock as reported on The Nasdaq Global Select Market on March 25, 2019.
- (3) Represents the additional shares of the Registrant's common stock available for future issuance under the 2018 Plan resulting from an annual increase as of January 1, 2019.
- (4) Represents the additional shares of the Registrant's common stock available for future issuance under the ESPP resulting from an annual increase as of January 1, 2019.

Proposed sale to take place as soon after the effective date of the registration statement as awards under the plans are exercised and/or vest.

REGISTRATION OF ADDITIONAL SECURITIES

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on October 2, 2018 (File No. 333-227665) (the “Original Registration Statement”), Gritstone Oncology, Inc. (the “Registrant”) registered 2,782,920 shares of common stock, par value \$0.0001 per share (the “Common Stock”), issuable under the Gritstone Oncology, Inc. 2018 Incentive Award Plan (the “2018 Plan”), and 282,334 shares of Common Stock issuable under the Gritstone Oncology, Inc. 2018 Employee Stock Purchase Plan (the “ESPP”). The Original Registration Statement also registered 2,355,270 shares of Common Stock issuable under the Gritstone Oncology, Inc. 2015 Equity Incentive Plan, as amended (the “2015 Plan”), which shares become available for issuance under the 2018 Plan to the extent awards under the 2015 Plan are forfeited or lapse unexercised and are not issued under the 2015 Plan. The Registrant is hereby registering an additional 1,160,000 shares of Common Stock issuable under the 2018 Plan and an additional 290,000 shares of Common Stock issuable under the ESPP, which shares are now available for grant due to automatic annual increase provisions in the 2018 Plan and ESPP.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Original Registration Statements are incorporated by reference in this registration statement on Form S-8.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Date</u>	<u>Number</u>	
4.1	Amended and Restated Certificate of Incorporation.	8-K	10-2-18	3.1	
4.2	Amended and Restated Bylaws.	8-K	10-2-18	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	9-17-18	4.2	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1(a)#	2018 Incentive Award Plan.	S-8	10-2-18	99.2(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Incentive Award Plan.	S-1	9-17-18	10.7(b)	
99.1(c)#	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2018 Incentive Award Plan.	S-1	9-17-18	10.7(c)	
99.1(d)#	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Incentive Award Plan.	S-1	9-17-18	10.7(d)	
99.2#	2018 Employee Stock Purchase Plan.	S-8	10-2-18	99.3	

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Emeryville, California, on this 28th day of March, 2019.

Gritstone Oncology, Inc.

By: /s/ Andrew Allen
 Andrew Allen, 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 does hereby constitute and appoint Andrew Allen, M.D., Ph.D. and Jean-Marc Bellemin and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, 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 order to effectuate the same as fully, to all intents and purposes, as they or 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, 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>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ Andrew Allen</u> Andrew Allen, M.D., Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 28, 2019
<u> /s/ Jean-Marc Bellemin</u> Jean-Marc Bellemin	Executive Vice President, Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 28, 2019
<u> /s/ Richard Heyman</u> Richard Heyman, Ph.D.	Director	March 28, 2019
<u> /s/ Steve Krognas</u> Steve Krognas	Director	March 28, 2019
<u> /s/ Judith Li</u> Judith Li	Director	March 28, 2019
<u> /s/ Nicholas Simon</u> Nicholas Simon	Director	March 28, 2019
<u> /s/ Peter Svenilson</u> Peter Svenilson	Director	March 28, 2019
<u> /s/ Thomas Woiwode</u> Thomas Woiwode, Ph.D.	Director	March 28, 2019

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March 28, 2019

Gritstone Oncology, Inc.
5858 Horton Street, Suite 210
Emeryville, CA 94608

Re: Registration Statement on Form S-8; 1,450,000 shares of Common Stock of Gritstone Oncology, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Gritstone Oncology, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 1,450,000 shares of common stock of the Company, par value \$0.0001 per share (the “*Shares*”), issuable under the Company’s 2018 Incentive Award Plan (the “*2018 Plan*”) and 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 28, 2019 (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 or the related prospectuses, other than as expressly stated herein with respect to the issuance 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 (the “*DGCL*”), and we express no opinion with respect to any other laws.

March 28, 2019

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LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares 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 DGCL.

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

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Incentive Award Plan and 2018 Employee Stock Purchase Plan of Gritstone Oncology, Inc. of our report dated March 28, 2019, with respect to the financial statements of Gritstone Oncology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
March 28, 2019