

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

**FORM S-8
REGISTRATION STATEMENT
UNDER**

ANAPTYSBIO, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-3828755
(I.R.S. Employer
Identification Number)

**10421 Pacific Center Court, Suite 200
San Diego, CA 92121
(858) 362-6295**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**2017 Equity Incentive Plan
2017 Employee Stock Purchase Plan**
(Full title of the plans)

**Hamza Suria
Chief Executive Officer
AnaptysBio, Inc.
10421 Pacific Center Court, Suite 200
San Diego, CA 92121
(858) 362-6295**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Robert A. Freedman, Esq.
Fenwick & West LLP
555 California Street
San Francisco, CA 94104
(415) 875-2300**

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 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 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
Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2017 Equity Incentive Plan	1,076,877 ⁽²⁾	\$68.70 ⁽³⁾	\$ 73,976,066	\$ 8,966
Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2017 Employee Stock Purchase Plan	<u>269,219⁽⁴⁾</u>	\$58.39 ⁽⁵⁾	<u>\$ 15,719,899</u>	<u>\$ 1,905</u>
Common Stock, \$0.001 par value per share	<u><u>1,346,096</u></u>		<u><u>\$ 89,695,965</u></u>	<u><u>\$ 10,871</u></u>

- (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 becomes issuable under the Registrant's 2017 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents additional shares reserved for issuance under the 2017 Equity Incentive Plan as of the date of this Registration Statement.
- (3) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on February 25, 2019.
- (4) Represents additional shares reserved for issuance under the 2017 Employee Stock Purchase Plan as of the date of this Registration Statement.
- (5) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on February 25, 2019. In the case of the 2017 Employee Stock Purchase Plan, this price per share is multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2017 Employee Stock Purchase Plan.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, AnaptysBio, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 1,076,877 additional shares of Common Stock under the Registrant’s 2017 Equity Incentive Plan (“EIP”), pursuant to the provisions of the EIP providing for an automatic increase in the number of shares reserved for issuance under the EIP, and 269,219 additional shares of Common Stock under the Registrant’s 2017 Employee Stock Purchase Plan (“ESPP”), pursuant to the provisions of the ESPP providing for an automatic increase in the number of shares reserved for issuance under the ESPP. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Commission on January 26, 2017 (Registration No. 333-215741) and March 5, 2018 (Registration No. 333-223446). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	10-Q	001-37985	3.1	May 12, 2017	
4.2	Form of Restated Bylaws of the Registrant	S-1	333-206849	3.4	Sep. 9, 2015	
4.3	Form of Registrant's Common Stock certificate	S-1	333-206849	4.1	Dec. 23, 2015	
4.4	2017 Equity Incentive Plan and forms of award agreements	S-1	333-206849	10.3	Jan. 17, 2017	
4.5	2017 Employee Stock Purchase Plan and forms of award agreements	S-1	333-206849	10.4	Jan. 17, 2017	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of Fenwick & West LLP (contained in Exhibit 5.1)					X
23.2	Consent of KPMG, independent registered public accounting firm					X
24.1	Power of Attorney					X

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 City of San Diego, State of California, on this 28th day of February, 2019.

AnaptysBio, Inc.

By: /s/ Hamza Suria
Hamza Suria
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of AnaptysBio, Inc., a Delaware corporation, do hereby constitute and appoint Hamza Suria and Dominic G. Piscitelli, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall 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 on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hamza Suria</u> Hamza Suria	President, Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2019
<u>/s/ Dominic G. Piscitelli</u> Dominic G. Piscitelli	Chief Financial Officer (Principal Accounting and Financial Officer)	February 28, 2019
<u>/s/ Dennis Fenton</u> Dennis Fenton Ph.D.	Director	February 28, 2019
<u>/s/ Nicholas B. Lydon</u> Nicholas B. Lydon, Ph.D., FRS	Director	February 28, 2019
<u>/s/ Hollings Renton</u> Hollings Renton	Director	February 28, 2019
<u>/s/ John Schmid</u> John Schmid	Director	February 28, 2019
<u>/s/ James N. Topper</u> James N. Topper, M.D., Ph.D.	Director	February 28, 2019
<u>/s/ J. Anthony Ware</u> J. Anthony Ware, M.D.	Director	February 28, 2019

February 28, 2019

AnaptysBio, Inc.
10421 Pacific Center Court
Suite 200
San Diego, CA 92121

Ladies and Gentlemen:

As counsel to AnaptysBio, Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about February 28, 2019 (the "**Registration Statement**") in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 1,346,096 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value per share (the "**Common Stock**"), subject to issuance by the Company (a) upon the exercise or settlement of awards (including any stock option, restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the 2017 Equity Incentive Plan (the "**EIP**") and (b) pursuant to purchase rights granted or to be granted under the Company's 2017 Employee Stock Purchase Plan (the "**ESPP**"). The plans referred to in clauses (a) through (b) above are collectively referred to in this letter as the "**Plans**." At your request we are providing this letter to express our opinion on the matters set forth below in this letter ("**our opinion**").

In connection with our opinion expressed below we have examined originals or copies of the Company's certificate of incorporation and bylaws, certain corporate proceedings of the Company's board of directors and stockholders relating to the Registration Statement, the Plans and the Company's current certificate of incorporation and bylaws, and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or governmental officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures on documents submitted to us, the conformity to originals of all documents submitted to us as copies, and the absence of any undisclosed termination, waiver or amendment to any document reviewed by us. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Delaware Secretary of State and representations made to us by the Company, including representations that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law.

Based upon, and subject to, the foregoing, it is our opinion that when the 1,346,096 Shares of Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards (including any stock option,

restricted stock, stock bonus, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the EIP and (b) pursuant to purchase rights granted or to be granted under the ESPP, have been issued and sold by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including payment provisions) of the applicable Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
AnaptysBio, Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

San Diego, California
February 28, 2019