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

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

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)

**Amended and Restated 2006 Equity Incentive Plan
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 or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer (Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-----------------------------------|---|--|-------------------------------|
| Common Stock, \$0.001 par value | | | | |
| -- Outstanding under the Amended and Restated 2006 Equity Incentive Plan | 2,049,163(2) | \$4.92(4) | \$10,081,882 | \$1,169 |
| -- To be issued under the 2017 Equity Incentive Plan | 1,955,506(3) | \$15.00(5) | \$29,332,590 | \$3,400 |
| -- To be issued under the 2017 Employee Stock Purchase Plan | 218,000 | \$12.75(6) | \$2,779,500 | \$323 |
| Total | 4,222,669 | | \$42,193,972 | \$4,892 |

- (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 Amended and Restated 2006 Equity Incentive Plan, 2017 Equity Incentive Plan or 2017 Employee Stock Purchase 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) Shares of common stock reserved for issuance pursuant to outstanding stock option awards under the Amended and Restated 2006 Equity Incentive Plan.
- (3) Shares of common stock reserved for issuance under the 2017 Equity Incentive Plan consists of (a) 1,647,163 shares of common stock reserved for future issuance under the 2017 Equity Incentive Plan and (b) 308,343 shares of common stock previously reserved but unissued under the Amended and Restated 2006 Equity Incentive Plan on the effective date of the 2017 Equity Incentive Plan that are now available for issuance under the 2017 Equity Incentive Plan. Any shares subject to outstanding awards under the Amended and Restated 2006 Equity Incentive Plan that are issuable upon the exercise of options that expire without having been exercised in full, are forfeited or repurchased by us at the original purchase price or are used to pay the exercise price or withholding obligations related to any award will be available for future grant and issuance under the 2017 Equity Incentive Plan.
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act on the basis of the weighted average exercise price of \$4.92 per share.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act on the basis of the initial public offering price of \$15.00 per share.
- (6) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h) under the Securities Act and based upon the initial public offering price of \$15.00, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2017 Employee Stock Purchase Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required under Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act") and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

- (a) the Registrant's prospectus to be filed pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1, as amended (File No. 333-206849), which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed; and
- (b) The description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A (File No. 001-37985) filed on January 17, 2017, under Section 12(b) of the Exchange Act, including any amendment or report 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 contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the Delaware General Corporation Law are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

As permitted by the Delaware General Corporation Law, the Registrant's restated certificate of incorporation includes a provision that eliminates the personal liability of a director for monetary damages resulting from any breach of his fiduciary duty as a director, except liability for the following:

- any breach of the director's duty of loyalty to the Registrant or its stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law (regarding unlawful dividends and stock purchases); or
- any transaction from which the director derived an improper personal benefit.

As permitted by the Delaware General Corporation Law, the Registrant's restated bylaws provide that:

- the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions;
- the Registrant may indemnify its other employees and agents as set forth in the Delaware General Corporation Law;
- the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; and
- the rights conferred in the restated bylaws are not exclusive.

In addition, the Registrant has entered, and intends to continue to enter, into indemnity agreements with each of its current directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's restated certificate of incorporation and restated bylaws and to provide additional procedural protections.

The Registrant currently carries liability insurance for its directors and executive officers.

The indemnification provisions in the Registrant's restated certificate of incorporation and restated bylaws and the indemnification agreements entered into or to be entered into between the Registrant and each of its directors and executive officers may be sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

See also the undertakings set out in response to Item 9 hereof.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith:

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed Herewith |
|----------------|---|---------------------------|------------|---------|------------------|----------------|
| | | Form | File No. | Exhibit | Filing Date | |
| 4.1 | Form of Restated Certificate of Incorporation of the Registrant | S-1 | 333-206849 | 3.2 | Sep. 9, 2015 | |
| 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 | |
| 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 (included on the signature page to this Registration Statement) | | | | | X |
| 99.1 | Amended and Restated 2006 Equity Incentive Plan and forms of award agreements | S-1 | 333-206849 | 10.2 | January 17, 2017 | |
| 99.2 | 2017 Equity Incentive Plan and forms of award agreements | S-1 | 333-206849 | 10.3 | January 17, 2017 | |
| 99.3 | 2017 Employee Stock Purchase Plan and forms of award agreements | S-1 | 333-206849 | 10.4 | January 17, 2017 | |

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase

or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 San Diego, California, on the 26th day of January 2017.

ANAPTYSBIO, INC.

By: /s/ Hamza Suria

Hamza Suria
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Hamza Suria and Dominic G. Piscitelli, 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, 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/ Hamza Suria</u> Hamza Suria | President, Chief Executive Officer and Director (Principal Executive Officer) | January 26, 2017 |
| <u>/s/ Dominic G. Piscitelli</u> Dominic G. Piscitelli | Chief Financial Officer (Principal Accounting and Financial Officer) | January 26, 2017 |
| <u>/s/ Carol G. Gallagher</u> Carol G. Gallagher, Pharm.D. | Director | January 26, 2017 |
| <u>/s/ Nicholas B. Lydon</u> Nicholas B. Lydon, Ph.D., FRS | Director | January 26, 2017 |
| <u>/s/ Hollings Renton</u> Hollings Renton | Director | January 26, 2017 |
| <u>/s/ John Schmid</u> John Schmid | Director | January 26, 2017 |
| <u>/s/ James A. Schoeneck</u> James A. Schoeneck | Director | January 26, 2017 |
| <u>/s/ James N. Topper</u> James N. Topper, M.D., Ph.D. | Director | January 26, 2017 |

EXHIBIT INDEX

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555 CALIFORNIA STREET, 12TH FLOOR SAN FRANCISCO, CA 94104
TEL 415.875.2300 FAX 415.281.1350 WWW.FENWICK.COM

January 26, 2017

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**"), at your request, 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 January 25, 2017 (the "**Registration Statement**"), in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 4,222,669 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share (the "**Common Stock**"), that are subject to issuance by the Company upon (a) the exercise of stock options granted under the Company's Amended and Restated 2006 Equity Incentive Plan (the "**2006 Plan**"), (b) the exercise or settlement of awards to be granted under the Company's 2017 Equity Incentive Plan (the "**2017 Plan**") and (c) the exercise of purchase rights to be granted under the Company's 2017 Employee Stock Purchase Plan (the "**ESPP**"). The plans referred to in clauses (a) through (c) above are collectively referred to in this letter as the "**Plans**" and each as a "**Plan**."

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

1. The Company's Restated Certificate of Incorporation filed with the Delaware Secretary of State on January 13, 2017, and certified by the Delaware Secretary of State on January 13, 2017 (the "**Restated Certificate**"), and the Restated Certificate of Incorporation that the Company intends to file and that will be effective upon the consummation of the Company's initial public offering (the "**Post-Effective Restated Certificate**").
2. The Company's Bylaws, as certified to us as of the date hereof by an officer of the Company as being complete and in full force and effect as of the date hereof (the "**Bylaws**"), and the Amended and Restated Bylaws that the Company has adopted in connection with, and that will be effective upon the consummation of, the Company's initial public offering (the "**Post-Effective Bylaws**").
3. The Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference.
4. The prospectuses prepared in connection with the Registration Statement (collectively, the "**Prospectuses**"; and each, a "**Prospectus**").
5. The Plans and related forms of agreements to be used in connection with the grant of options or awards, and the issuance of Shares, under the Plans (the "**Plan Agreements**").
6. Minutes of meetings and actions by written consent of the Company's Board of Directors and the Company's stockholders provided to us by the Company relating to the adoption, approval,

authorization or ratification of (i) the Restated Certificate, (ii) the Post-Effective Restated Certificate, (iii) the Bylaws, (iv) the Post-Effective Bylaws, (v) the Plans and (vi) the filing of the Registration Statement, the reservation of the Shares for sale and issuance pursuant to the Plans.

7. The stock records for the Company that the Company has provided to us (consisting of a list of stockholders, a list of option and warrant holders respecting the Company's capital and of any rights to purchase capital stock that was prepared by the Company and dated January 24, 2017, verifying the number of such issued and outstanding securities).
8. A Certificate of Good Standing issued by the Delaware Secretary of State dated January 25, 2017, stating that the Company is qualified to do business and in good standing under the laws of the State of Delaware (the "**Certificate of Good Standing**").
9. A Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "**Management Certificate**").

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the absence of any termination, modification, waiver or amendment to any document referenced in clauses (5) and (6) above that has not been disclosed to us.

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

Based upon the foregoing, it is our opinion that when the 4,222,669 Shares of Common Stock that may be issued and sold by the Company upon (a) the exercise of stock options granted under the 2006 Plan, (b) the exercise or settlement of awards to be granted under the 2017 Plan and (c) the exercise of purchase rights to be granted under the ESPP, have been issued, sold and delivered 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 of Common Stock) in accordance with the applicable Plan Agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and the relevant Prospectus, 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 nonassessable.

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 Prospectuses 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. 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.

(Signature page follows.)

This opinion is intended solely for use in connection with issuance and sale of shares of Stock subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of, and speaks only as of, the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination 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 the opinion 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 report with respect to the consolidated financial statements incorporated by reference herein.

/s/ KPMG LLP

San Diego, California
January 25, 2017