
**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)

**10770 Wateridge Circle, Suite 210
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)

**Daniel Faga
Interim President and Chief Executive Officer
AnaptysBio, Inc.
10770 Wateridge Circle, Suite 210
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:

**Effie Toshav, Esq.
Ryan Mitteness, 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
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 7(a)(2)(B) of the Securities Act. []

**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 1,140,527 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 285,131 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), March 5, 2018 (Registration No. 333-223446), February 28, 2019 (Registration No. 333-229927), March 2, 2020 (Registration No. 333-236805), February 25, 2021 (Registration No. 333-253504), and March 7, 2022 (Registration No. 333-263332). 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.	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	10-Q	001-37985	
4.2	Second Amended and Restated Bylaws of the Registrant	8-K	001-37985	
4.3	Form of Registrant's Common Stock certificate	S-1	333-206849	
4.4	2017 Equity Incentive Plan and forms of award agreements	S-1	333-206849	
4.5	2017 Employee Stock Purchase Plan and forms of award agreements	S-1	333-206849	
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
107.1	Filing Fee Table			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 1st day of March, 2023.

AnaptysBio, Inc.

By: /s/ Daniel Faga
Daniel Faga
Interim President and 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 Daniel Faga, Dennis Mulroy and Eric Loumeau, 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.

Signature	Title	Date
/s/ Daniel Faga Daniel Faga	Interim President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 1, 2023
/s/ Dennis Mulroy Dennis Mulroy	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	March 1, 2023
/s/ Dennis Fenton Dennis Fenton Ph.D.	Director	March 1, 2023
/s/ Laura J. Hamill Laura J. Hamill	Director	March 1, 2023
/s/ Magda Marquet Magda Marquet, Ph.D.	Director	March 1, 2023
/s/ Oleg Nodelman Oleg Nodelman	Director	March 1, 2023
/s/ Hollings Renton Hollings Renton	Director	March 1, 2023
/s/ John Schmid John Schmid	Director	March 1, 2023
/s/ James N. Topper James N. Topper, M.D., Ph.D.	Director	March 1, 2023
/s/ J. Anthony Ware J. Anthony Ware, M.D.	Director	March 1, 2023

Calculation of Filing Fee Tables
Form S-8
(Form Type)

AnaptysBio, Inc.

(Exact Name of Registrant as Specified in its Charter)
Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee		
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2017 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	1,140,527 ⁽²⁾	\$25.75 ⁽³⁾	\$29,368,570	0.0001102	\$3,236 ⁽⁴⁾		
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2017 Equity Stock Purchase Plan	Rule 457(c) and Rule 457(h)	285,131 ⁽⁴⁾	\$21.88 ⁽⁵⁾	\$6,238,666	0.0001102	\$688 ⁽⁴⁾		
Total Offering Amounts							\$35,607,237		\$3,924
Total Fee Offsets									—
Net Fee Due									\$3,924

- (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 22, 2023.
- (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 22, 2023. 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.

March 1, 2023

AnaptysBio, Inc.
10770 Wateridge Circle, Suite 210
San Diego, CA 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to AnaptysBio, Inc., a Delaware corporation (the “**Company**”), we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on or about March 1, 2023 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 1,425,658 shares (the “**Shares**”) of the Company’s Common Stock, \$0.001 par value per share (the “**Common Stock**”), that consists of (a) 1,140,527 Shares that are subject to issuance by the Company upon the exercise or settlement of awards to be granted under the 2017 Equity Incentive Plan (the “**2017 EIP**”) and (b) 285,131 Shares that are subject to issuance by the Company pursuant to purchase rights to be granted under the 2017 Employee Stock Purchase Plan (the “**2017 ESPP**” and, together with the 2017 EIP, the “**Plans**”).

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, 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 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.

This opinion is intended solely for your use in connection with the 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 report dated March 1, 2023, with respect to the consolidated financial statements of AnaptysBio, Inc., incorporated herein by reference.

/s/ KPMG LLP

San Diego, California
March 1, 2023