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

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

Quince Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

90-1024039
(I.R.S. Employer
Identification No.)

**611 Gateway Boulevard, Suite 273
South San Francisco, CA 94080
(415) 910-5717**
(Address of Principal Executive Offices) (Zip Code)

**Quince Therapeutics, Inc. 2019 Equity Incentive Plan
Quince Therapeutics, Inc. 2019 Employee Stock Purchase Plan**
(Full title of the plans)

**Dirk Thye
Chief Executive Officer
Quince Therapeutics, Inc.
611 Gateway Boulevard, Suite 273
South San Francisco, CA 94080
(415) 910-5717**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Gordon K. Ho
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.

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

Pursuant to General Instruction E of Form S-8, Quince Therapeutics, Inc. (the “Registrant”) is filing this registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register the offering of an additional 2,148,660 shares of Common Stock (the “Registered Shares”), par value \$0.001 per share (“Common Stock”) of the Registrant. The Registered Shares being registered herein include (i) 1,718,928 shares of Common Stock issuable pursuant to the Registrant’s 2019 Equity Incentive Plan (the “2019 EIP”) and (ii) 429,732 shares of Common Stock issuable pursuant to the Registrant’s 2019 Equity Stock Purchase Plan (the “2019 ESPP”). These additional shares of Common Stock are securities of the same class as other securities for which previous registration statements on Form S-8 were filed with the Commission on [May 9, 2019](#) (File No. 333-231307), [March 16, 2020](#) (File No. 333-237199), [March 1, 2021](#) (File No. 333-253743), [March 1, 2022](#) (File No. 333-263186), and [March 15, 2023](#) (File No. 333-270577) (collectively, the “Prior Registration Statements”). Accordingly, the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The Registered Shares which represent shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provisions in each of the 2019 EIP and 2019 ESPP, which provide that the total number of shares subject to such plan may be increased on the first day of each Registrant’s fiscal year pursuant to a specified formula.

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

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on April 1, 2024;
- (b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 3, 2024](#), [January 5, 2024](#), [January 29, 2024](#), and [February 15, 2024](#); and
- (c) The description of the Registrant’s Common Stock contained in the registration statement on [Form 8-A](#) registering the Registrant’s Common Stock under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) filed with the Commission on May 1, 2019 and the description of the Registrant’s Series A Junior Participating Preferred Stock contained in the registration statement on [Form 8-A](#) registering the Registrant’s Series A Junior Participating Preferred Stock under Section 12 of the Exchange Act filed with the Commission on April 5, 2023, including any amendments or reports filed for purposes of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	Amended and Restated Certificate of Incorporation	8-K	001-38890	3.1	5/13/2019	
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective August 1, 2022	8-K	001-38890	3.1	8/1/2022	
4.3	Amended and Restated Bylaws	8-K	001-38890	3.2	8/1/2022	
4.4	Certificate of Designation of Series A Junior Participating Preferred Stock	8-K	001-38890	3.1	4/5/2023	
4.5	Specimen Stock Certificate	S-1/A	333-230853	4.1	4/29/2019	
4.6	Rights Agreement dated as of April 5, 2023, between Quince Therapeutics, Inc. and American Stock Transfer & Trust Company, LLC	8-K	001-38890	4.1	4/5/2023	
5.1	Opinion of Cooley LLP					X
23.1	Consent of Cooley LLP (included in Exhibit 5.1)					X
23.2	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included on the signature page of this Registration Statement)					X
99.1	2019 Equity Incentive Plan, and forms of stock award agreements thereunder	10-K	001-38890	10.6	4/1/2024	
99.2	2019 Employee Stock Purchase Plan	S-1/A	333-230853	10.5	4/29/2019	
107	Filing Fee Table					X

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 April 1, 2024.

QUINCE THERAPEUTICS, INC.

/s/ Dirk Thye

Dirk Thye

Chief Executive Officer and Director

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dirk Thye and Brendan Hannah, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (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 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 for 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 his or her substitutes, 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 on behalf of the Registrant in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dirk Thye</u> Dirk Thye	Chief Executive Officer and Director (Principal Executive Officer)	April 1, 2024
<u>/s/ Brendan Hannah</u> Brendan Hannah	Chief Business Officer and Chief Operating Officer (Principal Financial and Accounting Officer)	April 1, 2024
<u>/s/ David A. Lamond</u> David A. Lamond	Director	April 1, 2024
<u>/s/ Margaret McLoughlin</u> Margaret McLoughlin, Ph.D.	Director	April 1, 2024
<u>/s/ Una Ryan</u> Una Ryan, OBE Ph.D.	Director	April 1, 2024
<u>/s/ Christopher J. Senner</u> Christopher J. Senner	Director	April 1, 2024
<u>/s/ Luca Benatti</u> Luca Benatti	Director	April 1, 2024
<u>/s/ Rajiv Patni</u> Rajiv Patni	Director	April 1, 2024
<u>/s/ June Bray</u> June Bray	Director	April 1, 2024



Gordon K. Ho
T: +1 650 843 5190
gho@cooley.com

April 1, 2024

Quince Therapeutics, Inc.
611 Gateway Boulevard, Suite 273
South San Francisco, California 94080

Ladies and Gentlemen:

We have acted as counsel to Quince Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of (a) up to 2,148,660 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), consisting of (i) 1,718,928 shares of the Company's Common Stock issuable pursuant to the Company's 2019 Equity Incentive Plan (the "**2019 EIP**"), and (ii) 429,732 shares of the Company's Common Stock issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the 2019 EIP, the "**Plans**"), and (b) the preferred stock purchase rights (the "**Rights**") associated with the Shares as set forth in that certain Rights Agreement, dated April 5, 2023 (the "**Rights Agreement**"), between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the "**Rights Agent**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the prospectus related to the 2019 EIP, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, (d) the Rights Agreement and (e) such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

With respect to our opinion concerning the Rights:

(i) Our opinion does not address the determination a court of competent jurisdiction may make regarding whether the Company's board of directors (the "**Board**") may be required to redeem or terminate, or take other action with respect to, the Rights or Rights Agreement in the future based on the facts and circumstances then existing.

(ii) Our opinion assumes that the Rights Agreement has been duly authorized, executed and delivered by the Rights Agent and that members of the Board have acted in a manner consistent with their fiduciary duties as required under applicable law in adopting the Rights Agreement. With respect to the Rights associated with the Shares to be offered in the future under the Registration Statement, our opinion assumes the Rights Agreement has not been terminated by the Company or expired by its terms and the Rights have not expired or been redeemed or exchanged by the Company, in each case, prior to the issuance of such Shares.

(iii) Our opinion addresses corporate procedures in connection with the issuance of the Rights associated with shares of Common Stock of the Company, and not any particular provision of the Rights or the Rights Agreement. It should be understood that it is not settled whether the invalidity of any particular provision of a rights agreement or purchase rights issued thereunder would invalidate such rights in their entirety.

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.

Cooley LLP 3175 Hanover Street, Palo Alto, CA 94304-1130
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Gordon K. Ho
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April 1, 2024

On the basis of the foregoing, and in reliance thereon, and subject to the qualifications set forth herein, we are of the opinion that the Shares and the associated Rights, when sold and issued in accordance with the Plans, the Registration Statement and the prospectus related to the 2019 EIP, will be validly issued, and the Shares will be fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely

Cooley LLP

By: /s/ Gordon K. Ho

Gordon K. Ho

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 hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated April 1, 2024, relating to the consolidated financial statements of Quince Therapeutics, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.
San Jose, California

April 1, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)Quince Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, Quince Therapeutics, Inc. 2019 Equity Incentive Plan (2)	Other (3)	1,718,928 (5)	\$1.11 (3)	\$1,908,010.08	\$0.0001476	\$281.63
Equity	Common Stock, par value \$0.001 per share, Quince Therapeutics, Inc. 2019 Employee Stock Purchase Plan (2)	Other (4)	429,732 (6)	\$0.95 (4)	\$408,245.40	\$0.0001476	\$60.26
Total Offering Amount					\$2,316,255.48		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$341.89

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share (“Common Stock”) of Quince Therapeutics, Inc. (the “Registrant”) that become issuable under the 2019 Equity Incentive Plan (the “2019 EIP”) or 2019 Employee Stock Purchase Plan (the “2019 ESPP”) set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable.
- (2) Each share of the Registrant’s Common Stock being registered hereunder, if issued prior to the termination by the Registrant of its Rights Agreement (the “Rights Agreement”), dated April 5, 2023, between the Registrant and the rights agent named therein, includes Series A Junior Participating Preferred Stock purchase rights (the “Rights”). Prior to the occurrence of certain events specified in the Rights Agreement, the Rights will not be exercisable or evidenced separately from the Registrant’s Common Stock and have no value except as reflected in the market price of the shares of Common Stock to which they are attached.
- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 27, 2024.
- (4) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 27, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2019 ESPP. Under the 2019 ESPP, the purchase price of a share of Common Stock is equal to 85% of the fair market value of the Registrant’s Common Stock on the offering date or the purchase date, whichever is less.
- (5) Represents 1,718,928 additional shares of the Registrant’s Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2019 EIP on January 1, 2024, pursuant to an annual “evergreen” increase provision contained in the 2019 EIP.
- (6) Represents 429,732 additional shares of the Registrant’s Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2019 ESPP on January 1, 2024, pursuant to an annual “evergreen” increase provision contained in the 2019 ESPP.