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

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

Turning Point Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-3826166
(I.R.S. Employer
Identification No.)

10628 Science Center Drive, Ste. 200
San Diego, California
(Address of Principal Executive Offices)

92121
(Zip Code)

2019 Equity Incentive Plan
(Full title of the plan)

Athena Countouriotis, M.D.
President and Chief Executive Officer
Turning Point Therapeutics, Inc.
10628 Science Center Drive, Ste. 200
San Diego, California 92121
(858) 926-5251

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

Copies to:

Charles J. Bair, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

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.

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective.

The Registrant previously registered shares of its Common Stock for issuance under the Turning Point Therapeutics, Inc. 2019 Equity Incentive Plan under Registration Statements on [Form S-8](#) filed with the Securities and Exchange Commission ("SEC") on [May 10, 2019](#) (File No. 333-231372), [March 18, 2020](#) (File No. 333-237250) and [March 1, 2021](#) (File No. 333-253711). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 22, 2019, and incorporated by reference herein).
4.2	Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 22, 2019, and incorporated by reference herein).
4.3	Specimen Common Stock Certificate of the Registrant (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended, filed with the SEC on April 8, 2019, and incorporated by reference herein).
5.1*	Opinion of Cooley LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1*	Power of Attorney. Reference is made to the signature page hereto.
99.1	Turning Point Therapeutics, Inc. 2019 Equity Incentive Plan and Forms of Stock Option Grant Notice, Option Agreement and Notice of Exercise (filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended, filed with the SEC on April 8, 2019, and incorporated by reference herein).
107*	Filing Fee Table

* Filed herewith

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 San Diego, State of California, on February 28, 2022.

TURNING POINT THERAPEUTICS, INC.

By: /s/ Athena Countouriotis

Athena Countouriotis, M.D.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Athena Countouriotis, M.D. and Paolo Tombesi and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, 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 and about the premises, as fully to 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 their or his or her substitute or substitutes, 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Athena Countouriotis</u> Athena Countouriotis, M.D.	President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	February 28, 2022
<u>/s/ Paolo Tombesi</u> Paolo Tombesi	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 28, 2022
<u>/s/ Mark Alles</u> Mark Alles	Chair of the Board of Directors	February 28, 2022
<u>/s/ Barbara Bodem</u> Barbara Bodem	Member of the Board of Directors	February 28, 2022
<u>/s/ Carol Gallagher</u> Carol Gallagher, Pharm.D.	Member of the Board of Directors	February 28, 2022
<u>/s/ Simeon George</u> Simeon George, M.D.	Member of the Board of Directors	February 28, 2022
<u>/s/ Patrick Machado</u> Patrick Machado, J.D.	Member of the Board of Directors	February 28, 2022
<u>/s/ Garry Nicholson</u> Garry Nicholson	Member of the Board of Directors	February 28, 2022



Charles J. Bair
+1 858 550 6142
cbair@cooley.com

February 28, 2022

Turning Point Therapeutics, Inc.
10628 Science Center Drive, Ste. 200
San Diego, CA 92121

Ladies and Gentlemen:

We have represented Turning Point 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, covering the offering of up to 1,983,306 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value, reserved for issuance pursuant to the Company's 2019 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the Plan, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and such other documents, records, 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.

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.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

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t: (858) 550-6000 f: (858) 550-6420 cooley.com



Turning Point Therapeutics, Inc.
February 28, 2022
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Charles J. Bair
Charles J. Bair

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6000 f: (858) 550-6420 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Equity Incentive Plan of Turning Point Therapeutics, Inc. of our reports dated February 28, 2022, with respect to the financial statements of Turning Point Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Turning Point Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
February 28, 2022

Calculation of Filing Fee Table

Form S-8 (Form Type)

Turning Point 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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share, 2019 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	1,983,306(2)	\$30.63(3)	\$60,748,662.78(3)	0.0000927	\$5,631.40
Total Offering Amounts					\$60,748,662.78		\$5,631.40
Total Fee Offsets							—
Net Fee Due							\$5,631.40

- (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 (the “Common Stock”) that become issuable under the Turning Point Therapeutics, Inc. 2019 Equity Incentive Plan (the “2019 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2019 Plan on January 1, 2022 pursuant to an “evergreen” provision contained in the 2019 Plan. Pursuant to such provision, on January 1st of each year and ending on (and including) January 1, 2029, the number of shares authorized for issuance under the 2019 Plan is automatically increased by an amount equal to the lesser of: (a) 4% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding calendar year and (b) such lesser number of shares of Common Stock as the Registrant’s Board of Directors may designate prior to the applicable January 1st.
- (3) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The proposed maximum offering price per unit and maximum aggregate offering price are based upon the average of the high and low prices of the Common Stock on February 25, 2022, as reported on The Nasdaq Global Select Market.