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

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

NGM BIOPHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

26-1679911
(I.R.S. Employer
Identification No.)

333 Oyster Point Boulevard
South San Francisco, California 94080
(650) 243-5555
(Address of principal executive offices) (Zip code)

NGM Biopharmaceuticals, Inc. Amended and Restated 2018 Equity Incentive Plan
(Full titles of the plans)

David J. Woodhouse, Ph.D.
Chief Executive Officer and Acting Chief Financial Officer
NGM Biopharmaceuticals, Inc.
333 Oyster Point Boulevard
South San Francisco, California 94080
(650) 243-5555
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Chadwick Mills
J. Carlton Fleming
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.

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, par value \$0.001 per share – Amended and Restated 2018 Equity Incentive Plan	2,678,411 ⁽²⁾	\$12.43 ⁽³⁾	\$33,292,649 ⁽³⁾	\$4,321
Total	2,678,411		\$33,292,649	\$4,321

- (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 NGM Biopharmaceuticals, Inc. (the “**Registrant**”) common stock that become issuable under the plans 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, par value \$0.001 per share (the “**Common Stock**”), as applicable.
- (2) Represents shares reserved for issuance that were automatically added on January 1, 2020 to the shares of common stock reserved for issuance under the Registrant’s Amended and Restated 2018 Equity Incentive Plan (the “**Restated 2018 Plan**”). The Restated 2018 Plan provides for an automatic annual increase in the number of shares reserved and available for issuance as follows: the number of shares of common stock available for issuance under the Restated 2018 Plan will be increased on January 1st each calendar year for ten years, starting on January 1, 2020 and ending on and including January 1, 2029, by the lesser of (a) four percent (4.0%) of the total number of the Registrant’s capital stock outstanding as of December 31st of the immediately preceding calendar year or (b) a number determined by the Registrant’s board of directors.
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the Registrant’s common stock as reported on The Nasdaq Global Select Market on March 16, 2020, which is \$12.43.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 2,678,411 shares of its Common Stock, issuable to eligible persons under the Restated 2018 Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's registration statement on Form S-8 filed on April 4, 2019 (File No. 333-230725) (the "**Prior Registration Statement**").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of Common Stock issuable under the Restated 2018 Plan, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-38853	3.1	4/8/19
4.2	Amended and Restated Bylaws of the Registrant.	S-1	333-227608	3.4	9/28/18
4.3	Form of Common Stock Certificate.	S-1	333-227608	4.2	4/1/19
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of Independent Registered Public Accounting Firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Amended and Restated 2018 Equity Incentive Plan.	S-1	333-227608	10.3	3/25/19
99.2	Forms of Stock Option Agreement and Notice of Grant of Stock Option under the Amended and Restated 2018 Equity Incentive Plan.	S-1	333-227608	10.4	3/25/19
99.3	Forms of Restricted Stock Unit Agreement and Notice of Grant of Restricted Stock Unit under the Amended and Restated 2018 Equity Incentive Plan.	S-1	333-227608	10.5	3/25/19
99.4	2019 Employee Stock Purchase Plan.	S-1	333-227608	10.6	3/25/19

* 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 South San Francisco, State of California, on this 17th day of March, 2020.

NGM BIOPHARMACEUTICALS, INC.

By: /s/ David J. Woodhouse

David J. Woodhouse, Ph.D.

Chief Executive Officer and Acting Chief Financial
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William J. Rieflin and David J. Woodhouse, 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 their 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 connection therewith, 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 any of them, or his, her or their 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 on Form S-8 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/ David J. Woodhouse, Ph.D.</u> David J. Woodhouse, Ph.D.	Chief Executive Officer, Acting Chief Financial Officer and Director <i>(principal executive officer, principal financial officer and principal accounting officer)</i>	March 17, 2020
<u>/s/ William J. Rieflin</u> William J. Rieflin	Executive Chairman and Director	March 17, 2020
<u>/s/ Jin-Long Chen</u> Jin-Long Chen, Ph.D.	Chief Scientific Officer and Director	March 17, 2020
<u>/s/ David V. Goeddel</u> David V. Goeddel, Ph.D.	Director	March 17, 2020
<u>/s/ Shelly D. Guyer</u> Shelly D. Guyer	Director	March 17, 2020
<u>/s/ Suzanne Sawochka Hooper</u> Suzanne Sawochka Hooper	Director	March 17, 2020
<u>/s/ Mark Leschly</u> Mark Leschly	Director	March 17, 2020
<u>/s/ David Schnell</u> David Schnell, M.D.	Director	March 17, 2020
<u>Peter Svenilson</u>	Director	
<u>/s/ McHenry T. Tichenor, Jr.</u> McHenry T. Tichenor, Jr.	Director	March 17, 2020

Carlton Fleming
+1 650 843 5865
cfleming@cooley.com

March 17, 2020

NGM Biopharmaceuticals, Inc.
333 Oyster Point Blvd
South San Francisco, CA 94080

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to NGM Biopharmaceuticals, Inc., a Delaware corporation (the “*Company*”), in connection with the filing of a registration statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to 2,678,411 shares of the Company’s Common Stock, par value \$0.001 per share (the “*Shares*”) pursuant to the Company’s Amended and Restated 2018 Equity Incentive Plan (the “*Plan*”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plan and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery, by all persons other than by the Company, of all documents where authorization, execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Carlton Fleming
Carlton Fleming

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the NGM Biopharmaceuticals, Inc. Amended and Restated 2018 Equity Incentive Plan of NGM Biopharmaceuticals, Inc. of our report dated March 17, 2020, with respect to the consolidated financial statements of NGM Biopharmaceuticals, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
March 17, 2020