
**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
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
Christina T. Roupas
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000

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. ☐

EXPLANATORY NOTE

NGM Biopharmaceuticals, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 3,118,508 shares of common stock, par value \$0.001 per share (the “**Common Stock**”) to be issued pursuant to the Registrant's Amended and Restated 2018 Equity Incentive Plan (the “**Restated 2018 Plan**”). The Registrant previously registered shares of its Common Stock for issuance under the Restated 2018 Plan pursuant to the Registrant's registration statements on Form S-8 filed on April 4, 2019 (File No. [333-230725](#)), March 17, 2020 (File No. [333-237243](#)) and March 15, 2021 (File No. [333-254295](#)) (together, the “**Prior Registration Statements**”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate 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 Statements are incorporated herein by reference and made part of this Registration Statement.

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
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 South San Francisco, State of California, on this 1st day of March, 2022.

NGM Biopharmaceuticals, Inc.

By: /s/ David J. Woodhouse

David J. Woodhouse, Ph.D.

Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William J. Rieflin, David J. Woodhouse, Siobhan Nolan Mangini and Valerie Pierce, 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.

Signature	Title	Date
<u>/s/ David J. Woodhouse</u> David J. Woodhouse, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2022
<u>/s/ Siobhan Nolan Mangini</u> Siobhan Nolan Mangini	Chief Financial Officer (Principal Financial and Accounting Officer)	March 1, 2022
<u>/s/ Bill Rieflin</u> William J. Rieflin	Executive Chairman and Director	March 1, 2022
<u>/s/ Jin-Long Chen</u> Jin-Long Chen, Ph.D.	Chief Scientific Officer and Director	March 1, 2022
<u>/s/ David V. Goeddel, Ph.D.</u> David V. Goeddel, Ph.D.	Director	March 1, 2022
<u>s/ Shelly D. Guyer</u> Shelly D. Guyer	Director	March 1, 2022
<u>s/ Carole Ho</u> Carole Ho, MD	Director	March 1, 2022
<u>/s/ Suzanne Hooper</u> Suzanne Sawochka Hooper	Director	March 1, 2022
<u>/s/ Mark Leschly</u> Mark Leschly	Director	March 1, 2022
<u>/s/ Roger M. Perlmutter, M.D.</u> Roger M. Perlmutter, M.D.	Director	March 1, 2022



Chadwick Mills
+ 1 (415) 693-2000
cmills@cooley.com

March 1, 2022
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 3,118,508 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share, 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 prospectus, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each 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 have determined to be 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 thereof, 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 by 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 prospectus, 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/ Chadwick Mills
Chadwick Mills

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 our reports dated March 1, 2022, with respect to the consolidated financial statements of NGM Biopharmaceuticals, Inc., and the effectiveness of internal control over financial reporting of NGM Biopharmaceuticals, 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

Redwood City, California
March 1, 2022

CALCULATION OF REGISTRATION FEE

Form S-8

NGM Biopharmaceuticals, Inc.

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, par value \$0.001 per share – Amended and Restated 2018 Equity Incentive Plan	Rule 457(c) and 457(h)	3,118,508 ⁽²⁾	\$14.72 ⁽³⁾	\$45,904,437.76 ⁽³⁾	\$92.70 per million dollars	\$4,255.34
	Total Offering Amounts		3,118,508		\$45,904,437.76		\$4,255.34
	Total Fee Offsets						—
	Net Fee Due						\$4,255.34

- (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 (the “Common Stock”), of NGM Biopharmaceuticals, Inc. (the “Registrant”) 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 Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the share reserve under the Registrant's Amended and Restated 2018 Equity Incentive Plan (the “Restated 2018 Plan”) on January 1, 2022. The Restated 2018 Plan provides that the number of shares of Common Stock reserved for issuance under the Restated 2018 Plan will automatically increase 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 is based upon the average of the high and low prices for the Registrant's common stock as reported on The Nasdaq Global Select Market on February 23, 2022, which was \$14.72.