
**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. 2008 Equity Incentive Plan
NGM Biopharmaceuticals, Inc. Amended and Restated 2018 Equity Incentive Plan
NGM Biopharmaceuticals, Inc. 2019 Employee Stock Purchase 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:

**Kenneth L. Guernsey
Michael E. Tenta
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				
– 2008 Equity Incentive Plan	7,105,389 (2)	\$4.59 (5)	\$32,613,736 (5)	\$3,953
– Amended and Restated 2018 Equity Incentive Plan	17,874,624 (3)	\$10.41 – \$16.00 (6)	\$263,107,132 (6)	\$31,889
– 2019 Employee Stock Purchase Plan	1,000,000 (4)	\$13.60 (7)	\$13,600,000 (7)	\$1,649
Total	25,980,013		\$309,320,868	\$37,491

- (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 Biopharmaceutical, 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 of Common Stock issuable upon exercise of stock options outstanding under the 2008 Equity Incentive Plan (the “**2008 Plan**”) as of the date of this Registration Statement. The 2008 Plan expired pursuant to its terms in January 2018 and no further option grants will be made under the 2008 Plan. However, outstanding options granted under the 2008 will remain outstanding, subject to the terms of the 2008 Plan and the relevant award agreement until such options are exercised or they terminate or expire by their terms.
- (3) Represents shares reserved for future issuance under the Registrant’s Amended and Restated 2018 Equity Incentive Plan (the “**Restated 2018 Plan**”), shares of Common Stock issuable upon exercise of stock options outstanding under the Restated 2018 Plan. To the extent that any shares subject to awards under the 2008 Plan expire or terminate on or after the termination of the 2008 Plan, or any shares previously issued pursuant to the 2008 Plan are forfeited or repurchased by the Registrant on or after the termination of the 2008 Plan, the shares of Common Stock subject to such awards will become available for issuance under the Restated 2018 Plan. The Restated 2018 Plan also provides that a number of shares 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.
- (4) Represents shares of Common Stock reserved for future issuance under the Registrant’s 2019 Employee Stock Purchase Plan (the “**2019 ESPP**”). The 2019 ESPP provides that the number of shares reserved for issuance under the 2019 ESPP will automatically increase on January 1st each calendar year, starting on January 1, 2020 and continuing through January 1, 2029, by the lesser of (a) one percent (1.0%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, (b) 1,000,000 shares of Common Stock or (c) a number determined by the Registrant’s board of directors that is less than (a) or (b).
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using the weighted-average exercise price for outstanding options granted pursuant to the 2008 Plan.
- (6) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of (a) the weighted-average exercise price for outstanding options granted pursuant to the Restated 2018 Plan as of the date of this Registration Statement and (b) the initial public offering price of \$16.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-227608) declared effective on February 3, 2019 with respect to the balance of shares to be registered pursuant to the Restated 2018 Plan. The chart below details the calculations of the registration fee:

Securities	Number of Shares of Common Stock	Offering Price Per Share	Aggregate Offering Price/Registration Fee
Common Stock, par value \$0.001 per share, issuable upon the exercise of outstanding options granted under the Restated 2018 Plan	4,094,249	\$ 10.41 (6)(a)	\$ 42,621,132
Common Stock, par value \$0.001 per share, reserved for future grant under the Restated 2018 Plan	13,780,375	\$ 16.00 (6)(b)	\$ 220,486,000
Proposed Maximum Aggregate Offering Price:			\$ 263,107,132
Registration Fee:			\$ 31,889

- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using the initial public offering price of \$16.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-227608) declared effective on April 3, 2019 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2019 ESPP.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by NGM Biopharmaceuticals, Inc. (the “**Registrant**”) with the Securities and Exchange Commission (the “**Commission**”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s prospectus filed on April 4, 2019 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statements on Form S-1 (File No. 333-227608), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.
- (b) The description of the Registrant’s Common Stock which is contained in a registration statement on Form 8-A filed on March 29, 2019 (File No. 001-38853) under the Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.
- (c) 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 4. DESCRIPTION OF SECURITIES

See the description of Common Stock contained in the Registration Statement on Form S-1 (File No. 333-227608).

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law (the “**DGCL**”) authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that will be in effect upon the closing of the initial public offering permits indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Registrant’s amended and restated bylaws that will be in effect upon the closing of the initial public offering provide that the Registrant will indemnify its directors and executive officers and permit the Registrant to indemnify its other officers, employees and other agents, in each case to the maximum extent permitted by the DGCL.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

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, as currently in effect.	S-1	333-227608	3.1	September 28, 2018
4.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	S-1	333-227608	3.2	March 25, 2019
4.3	Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect upon the completion of the Registrant's initial public offering.	S-1	333-227608	3.3	April 1, 2019
4.4	Amended and Restated Bylaws of the Registrant, as currently in effect.	S-1	333-227608	3.3	September 28, 2018
4.5	Form of Amended and Restated Bylaws of the Registrant, to be in effect upon the completion of the Registrant's initial public offering.	S-1	333-227608	3.4	September 28, 2018
4.6	Form of Common Stock Certificate.	S-1	333-227608	4.2	April 1, 2019
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	2008 Equity Incentive Plan, as amended.	S-1	333-227608	10.1	September 28, 2018
99.2	Forms of Stock Option Agreement and Stock Option Grant Notice under the 2008 Equity Incentive Plan.	S-1	333-227608	10.2	September 28, 2018
99.3	Amended and Restated 2018 Equity Incentive Plan, to be in effect upon the completion of Registrant's initial public offering.	S-1	333-227608	10.3	March 25, 2019
99.4	Forms of Stock Option Agreement and Notice of Grant of Stock Option under the Amended and Restated 2018 Equity Incentive Plan, to be in effect upon the completion of Registrant's initial public offering.	S-1	333-227608	10.4	March 25, 2019
99.5	Forms of Restricted Stock Unit Agreement and Notice of Grant of Restricted Stock Unit under the Amended and Restated 2018 Equity Incentive Plan, to be in effect upon the completion of Registrant's initial public offering.	S-1	333-227608	10.5	March 25, 2019
99.6	2019 Employee Stock Purchase Plan, to be in effect upon the completion of Registrant's initial public offering.	S-1	333-227608	10.6	March 25, 2019

* Filed herewith.

ITEM 9. UNDERTAKINGS

1. The undersigned Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (d) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 4th day of April, 2019.

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</u> David J. Woodhouse, Ph.D.	Chief Executive Officer, Acting Chief Financial Officer and Director <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 4, 2019
<u>/s/ William J. Rieflin</u> William J. Rieflin	Executive Chairman and Director	April 4, 2019
<u>/s/ Jin-Long Chen</u> Jin-Long Chen, Ph.D.	Chief Scientific Officer and Director	April 4, 2019
<u>/s/ David V. Goeddel</u> David V. Goeddel, Ph.D.	Director	April 4, 2019
<u>/s/ Suzanne Sawochka Hooper</u> Suzanne Sawochka Hooper	Director	April 4, 2019
<u>/s/ Mark Leschly</u> Mark Leschly	Director	April 4, 2019
<u>/s/ David Schnell</u> David Schnell, M.D.	Director	April 4, 2019
<u>/s/ Peter Svenilson</u> Peter Svenilson	Director	April 4, 2019
<u>/s/ McHenry T. Tichenor, Jr.</u> McHenry T. Tichenor, Jr.	Director	April 4, 2019



Michael E. Tenta
+1 650 843 5636
mtenta@cooley.com

April 4, 2019

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

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 (a) 7,105,389 shares of common stock, par value \$0.001 per share, (the "**2008 EIP Shares**") issuable pursuant to the Company's 2008 Equity Incentive Plan, as amended, (the "**2008 EIP**") (b) 17,874,624 shares of common stock, par value \$0.001 per share (the "**Restated 2018 EIP Shares**") issuable pursuant to the Company's Amended and Restated 2018 Equity Incentive Plan (the "**Restated 2018 EIP**") and (c) 1,000,000 shares of common stock (together with the 2008 EIP Shares and the Restated 2018 EIP Shares, the "**Shares**") issuable pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the Company's 2008 EIP and Restated 2018 EIP, the "**Plans**").

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 Plans and the 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 and the conformity to originals of all documents submitted to us as copies thereof. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

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 Plans, 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).

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com



NGM Biopharmaceuticals, Inc.
April 4, 2019
Page Two

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

Sincerely,

Cooley LLP

By: /s/ Michael E. Tenta
Michael E. Tenta

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 consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the NGM Biopharmaceuticals, Inc. 2008 Equity Incentive Plan, NGM Biopharmaceuticals, Inc. Amended and Restated 2018 Equity Incentive Plan and the NGM Biopharmaceuticals, Inc. 2019 Employee Stock Purchase Plan of NGM Biopharmaceuticals, Inc. of our report dated March 25, 2019, with respect to the consolidated financial statements of NGM Biopharmaceuticals, Inc. for the years ended December 31, 2017 and 2018, included in the Registration Statement (Form S-1 No. 333-227608) filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
April 4, 2019