

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

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

PROTAGONIST THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

94-0505495
(I.R.S. Employer
Identification Number)

7707 Gateway Boulevard, Suite 140
Newark, California 94560
(510) 474-0170
(Address, including zip code and telephone number, of Registrant's principal executive offices)

Protagonist Therapeutics, Inc. 2016 Equity Incentive Plan
Protagonist Therapeutics, Inc. 2016 Employee Stock Purchase Plan
Protagonist Therapeutics, Inc. Amended and Restated 2018 Inducement Plan

Dinesh V. Patel, Ph.D.
President and Chief Executive Officer
7707 Gateway Boulevard, Suite 140
Newark, California 94560
(510) 474-0170
(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:
Michael E. Tenta
Peter Mandel
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

Accelerated filer

Non-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	Proposed Maximum Aggregate	Amount of Registration Fee
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		Price per Share (3)	Offering Price	
Common Stock, \$0.00001 par value per share				
– Protagonist Therapeutics, Inc. 2016 Equity Incentive Plan	1,088,705(2)	\$ 8.08	\$ 8,796,736.40	\$ 1,142.00
– Protagonist Therapeutics, Inc. 2016 Employee Stock Purchase Plan	272,176(4)	\$ 8.08	\$ 2,199,182.08	\$ 286.00
– Protagonist Therapeutics, Inc. Amended and Restated 2018 Inducement Plan	500,000(5)	\$ 8.08	\$ 4,040,000.00	\$ 525.00
Total	1,860,881		\$ 15,035,918.48	\$ 1,953.00

- (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 Registrant’s common stock (the “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 Common Stock, as applicable.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2016 Equity Incentive Plan, as amended (the “2016 Plan”), on January 1, 2020 pursuant to an “evergreen” provision contained in the 2016 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2016 Plan automatically increases on January 1st of each year, starting on January 1, 2017 and continuing through (and including) January 1, 2026 by 4% of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding fiscal year, or a lesser number of shares determined by the Registrant’s board of directors (the “Board”).
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$8.08 per share, the average of the high and low prices of the Common Stock on March 3, 2020 as reported on The Nasdaq Global Market.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2016 Employee Stock Purchase Plan (the “2016 ESPP”) on January 1, 2020 pursuant to an “evergreen” provision contained in the 2016 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2016 ESPP automatically increases on January 1st of each year, starting on January 1, 2017 and continuing through (and including) January 1, 2026 by the lesser of: (i) 1% of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding fiscal year, (ii) 300,000 shares, or (iii) such other number of shares determined by the Board.
- (5) Represents shares of Common Stock that were added to the shares authorized for issuance under the Registrant’s Amended and Restated 2018 Inducement Plan (the “Inducement Plan”). On February 18, 2020, the Compensation Committee of the Board (the “Compensation Committee”) of the Registrant approved the amendment and restatement of the Registrant’s 2018 Inducement Plan to, among other things, provide for the reservation of an additional 500,000 shares of Common Stock to be used exclusively for the grant of awards to individuals not previously an employee or non-employee director of the Registrant (or following a bona fide period of non-employment with the Registrant, as an inducement material to the individual’s entry into employment with the Registrant within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules (“Rule 5635(c)(4)”). The Inducement Plan was approved by the Compensation Committee without stockholder approval pursuant to Rule 5635(c)(4).

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering (a) 1,088,705 shares of Common Stock issuable to eligible persons under the 2016 Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on [August 15, 2016 \(File No. 333-213120\)](#), [March 8, 2017 \(File No. 333-216532\)](#), [March 7, 2018 \(File No. 333-223500\)](#) and [March 12, 2019 \(File No. 333-230213\)](#), (b) 272,176 shares of Common Stock issuable to eligible persons under the 2016 ESPP, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on [August 15, 2016 \(File No. 333-213120\)](#), [March 8, 2017 \(File No. 333-216532\)](#), [March 7, 2018 \(File No. 333-223500\)](#) and [March 12, 2019 \(File No. 333-230213\)](#) and (c) 500,000 shares of Common Stock issuable to eligible persons under the Inducement Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on [May 30, 2018 \(File No. 333-225294\)](#) (collectively, 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, to the extent relating to the registration of Common Stock issuable under the 2016 Plan, 2016 ESPP and the Inducement Plan are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

ITEM 8. EXHIBITS

Exhibit Number	Description
4.1 (1)	Amended and Restated Certificate of Incorporation of Protagonist Therapeutics, Inc.
4.2 (2)	Amended and Restated Bylaws of Protagonist Therapeutics, Inc.
4.3 (3)	Specimen stock certificate evidencing the shares of common stock.
5.1*	Opinion of Cooley LLP.
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).
23.2*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
24.1*	Power of Attorney (included on the signature page of this Form S-8).
99.1 (4)	Protagonist Therapeutics, Inc. 2016 Equity Incentive Plan and forms of stock option grant notice, option agreement, notice of exercise, restricted stock unit grant notice and restricted stock unit agreement thereunder.
99.2 (5)	Protagonist Therapeutics, Inc. 2016 Employee Stock Purchase Plan.
99.3 (6)	Protagonist Therapeutics, Inc. Amended and Restated 2018 Inducement Plan and forms of stock option grant notice, option agreement, restricted stock unit grant notice and restricted stock unit agreement thereunder.

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- (1) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K (File No. 001-37852), filed with the Securities and Exchange Commission on August 16, 2016, and incorporated herein by reference.
 - (2) Filed as Exhibit 3.2(b) to Registrant's Registration Statement on Form S-1 (File No. 333-212476), filed with the Securities and Exchange Commission on August 1, 2016, and incorporated herein by reference.
 - (3) Filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1 (File No. 333-212476), filed with the Securities and Exchange Commission on August 1, 2016, and incorporated herein by reference.
 - (4) Filed as Exhibit 10.2 to Registrant's Registration Statement on Form S-1 (File No. 333-212476), filed with the Securities and Exchange Commission on August 1, 2016, and incorporated herein by reference.
 - (5) Filed as Exhibit 10.3 to Registrant's Registration Statement on Form S-1 (File No. 333-212476), filed with the Securities and Exchange Commission on August 1, 2016, and incorporated herein by reference.
 - (6) Filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K (File No. 001-37852), filed with the Securities and Exchange Commission on February 24, 2020, and incorporated herein by reference.
- * Filed herewith.
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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Newark, State of California, on this 10th day of March, 2020.

PROTAGONIST THERAPEUTICS, INC.

By: /s/ Dinesh V. Patel, Ph.D.

Dinesh V. Patel, Ph.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 Dinesh V. Patel, Ph.D. and Don Kalkofen, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 their or his substitutes or substitute, 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dinesh V. Patel, Ph.D.</u> Dinesh V. Patel, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 10, 2020
<u>/s/ Don Kalkofen</u> Don Kalkofen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 10, 2020
<u>/s/ Harold E. Selick, Ph.D.</u> Harold E. Selick, Ph.D.	Chairman of the Board of Directors	March 10, 2020
<u>/s/ Bryan Giraud</u> Bryan Giraud	Director	March 10, 2020
<u>/s/ Chaitan Khosla, Ph.D.</u> Chaitan Khosla, Ph.D.	Director	March 10, 2020
<u>/s/ Sarah Noonberg, M.D., Ph.D.</u> Sarah Noonberg, M.D., Ph.D.	Director	March 10, 2020
<u>/s/ William D. Waddill</u> William D. Waddill	Director	March 10, 2020
<u>/s/ Lewis T. Williams, M.D., Ph.D.</u> Lewis T. Williams, M.D., Ph.D.	Director	March 10, 2020



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

March 10, 2020

Protagonist Therapeutics, Inc.
7707 Gateway Blvd., Suite 140
Newark, California 94560-1160

Ladies and Gentlemen:

We have acted as counsel to Protagonist Therapeutics, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion 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 1,860,881 shares of the Company's Common Stock, \$0.00001 par value per share (the "**Shares**"), consisting of (i) 1,088,705 shares reserved for issuance pursuant to the Company's 2016 Equity Incentive Plan (the "**2016 Plan**"), (ii) 272,176 shares reserved for issuance pursuant to the Company's 2016 Employee Stock Purchase Plan (the "**2016 ESPP**") and (iii) 500,000 shares reserved for issuance pursuant to the Company's 2018 Amended and Restated Inducement Plan (together with the 2016 Plan and the 2016 ESPP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, the Plans 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 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 of all documents by all persons other than the Company where due 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 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 their respective Plans, the Registration Statement and the 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



Protagonist Therapeutics, Inc.
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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

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Protagonist Therapeutics, Inc. of our report dated March 10, 2020 relating to the financial statements, which appears in Protagonist Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP

San Jose, CA

March 10, 2020
