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

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

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**Quince Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**90-1024039**  
(I.R.S. Employer  
Identification No.)

**601 Gateway Boulevard, Suite 1250**  
**South San Francisco, CA 94080**  
**(415) 910-5717**  
(Address of Principal Executive Offices) (Zip Code)

**Quince Therapeutics, Inc. 2019 Equity Incentive Plan**  
**Quince Therapeutics, Inc. 2019 Employee Stock Purchase Plan**  
(Full title of the plans)

**Dirk Thye**  
**Chief Executive Officer**  
**Quince Therapeutics, Inc.**  
**601 Gateway Boulevard, Suite 1250**  
**South San Francisco, CA 94080**  
**(415) 910-5717**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Please send copies of all communications to:*

**Gordon K. Ho**  
**Cooley LLP**  
**3175 Hanover Street**  
**Palo Alto, California 94304**  
**(650) 843-5000**

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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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

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**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register 1,445,459 additional shares of common stock under the 2019 Plan and 361,364 additional shares of common stock under the 2019 ESPP pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on [May 9, 2019](#) (File No. 333-231307), [March 16, 2020](#) (File No. 333-237199), [March 1, 2021](#) (File No. 333-253743) and [March 1, 2022](#) (File No. 333-263186).

**PART II**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed by Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on March 15, 2023;
- (b) The Registrant's Current Reports on Form 8-K filed with the Commission on [January 27, 2023](#), [January 30, 2023](#) and [March 3, 2023](#); and

(c) The description of the Registrant's Common Stock contained in the registration statement on [Form 8-A](#) registering the Registrant's Common Stock under Section 12 of the Exchange Act filed with the Commission on May 1, 2019, including any amendments or reports filed for purposes of updating such description.

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 8. Exhibits.**

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	8-K	001-38890	3.1	5/13/2019	
4.2	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective August 1, 2022</a>	8-K	001-38890	3.1	8/1/2022	
4.3	<a href="#">Amended and Restated Bylaws</a>	8-K	001-38890	3.2	8/1/2022	
4.4	<a href="#">Specimen Stock Certificate</a>	S-1/A	333-230853	4.1	4/29/2019	
5.1	<a href="#">Opinion of Cooley LLP</a>					X
23.1	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1)</a>					X
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement)</a>					X
99.1	<a href="#">2019 Equity Incentive Plan, and forms of stock award agreements thereunder</a>	S-1/A	333-230853	10.4	4/29/2019	
99.2	<a href="#">2019 Employee Stock Purchase Plan</a>	S-1/A	333-230853	10.5	4/29/2019	
107	<a href="#">Filing Fee Table</a>					X

## 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 March 15, 2023.

### QUINCE THERAPEUTICS, INC.

/s/ Dirk Thye

**Dirk Thye**

Chief Executive Officer, and Director

### Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dirk Thye and Ted Monohon, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 for 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 his or her substitutes, 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 on behalf of the Registrant in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dirk Thye</u> <b>Dirk Thye, M.D.</b>	Chief Executive Officer, and Director (Principal Executive Officer)	March 15, 2023
<u>/s/ Ted Monohon</u> <b>Ted Monohon</b>	Chief Accounting Officer and Vice President, Finance (Principal Financial Officer and Principal Accounting Officer)	March 15, 2023
<u>/s/ David A. Lamond</u> <b>David A. Lamond</b>	Director	March 15, 2023
<u>/s/ June Bray</u> <b>June Bray</b>	Director	March 15, 2023
<u>/s/ Philip Low</u> <b>Philip Low, Ph.D.</b>	Director	March 15, 2023
<u>/s/ Margaret McLoughlin</u> <b>Margaret McLoughlin, Ph.D.</b>	Director	March 15, 2023
<u>/s/ Una Ryan</u> <b>Una Ryan, OBE, Ph.D.</b>	Director	March 15, 2023
<u>/s/ Christopher J. Senner</u> <b>Christopher J. Senner</b>	Director	March 15, 2023



Gordon K. Ho  
T: +1 650 843 5190  
gho@cooley.com

March 15, 2023

Quince Therapeutics, Inc.  
601 Gateway Boulevard, Suite 1250  
South San Francisco, California 94080

Ladies and Gentlemen:

We have acted as counsel to Quince Therapeutics, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion 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 (the "**Commission**") covering the offering of up to 1,806,823 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share (the "**Common Stock**"), consisting of (i) 1,445,459 shares of Common Stock pursuant to the Company's 2019 Equity Incentive Plan (the "**2019 EIP**"), and (ii) 361,364 shares of Common Stock pursuant to the Company's 2019 Employee Stock Purchase Plan (together with the 2019 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectus for the 2019 Plan, the Company's incorporation, and 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 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 Plans and the Registration Statement, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to 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. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Gordon K. Ho

Gordon K. Ho

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

Quince Therapeutics, Inc.  
South San Francisco, California

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Quince Therapeutics, Inc. of our report dated March 15, 2023, relating to the consolidated financial statements which appear in the Annual Report to Shareholders, which is incorporated by reference in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ BDO USA, LLP  
San Jose, California

March 15, 2023

## Calculation of Filing Fee Table

Form S-8  
(Form Type)Quince 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, par value \$0.001 per share, Quince Therapeutics, Inc. 2019 Equity Incentive Plan	Other(2)	1,445,459(4)	\$0.92(2)	\$1,329,822.28	\$0.00011020	\$147.00
Equity	Common Stock, par value \$0.001 per share, Quince Therapeutics, Inc. 2019 Employee Stock Purchase Plan	Other(3)	361,364(5)	\$0.79(3)	\$285,477.56	\$0.00011020	\$32.00
<b>Total Offering Amount</b>					\$1,615,299.84		\$179.00
<b>Total Fees Previously Paid</b>							\$ —
<b>Total Fee Offsets</b>							\$ —
<b>Net Fee Due</b>							\$179.00

- (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 the Registrant’s common stock that become issuable under the Registrant’s 2019 Equity Incentive Plan (the “*2019 Plan*”) and the Registrant’s 2019 Employee Stock Purchase Plan (the “*2019 ESPP*”) 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 the Registrant’s common stock, as applicable.
- (2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 13, 2023.
- (3) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 13, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2019 ESPP. Under the 2019 ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant’s common stock on the offering date or the purchase date, whichever is less.
- (4) Represents 1,445,459 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2019 Plan on January 1, 2023, pursuant to an annual “evergreen” increase provision contained in the 2019 Plan.
- (5) Represents 361,364 additional shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2019 ESPP on January 1, 2023, pursuant to an annual “evergreen” increase provision contained in the 2019 ESPP.