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

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

IDEAYA Biosciences, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
7000 Shoreline Court, Suite 350
South San Francisco, California
(Address of Principal Executive Offices)

47-4268251
(I.R.S. Employer
Identification Number)

94080
(Zip Code)

2019 Incentive Award Plan
2019 Employee Stock Purchase Plan
(Full Title of the Plan)

Yujiro Hata
President and Chief Executive Officer
IDEAYA Biosciences, Inc.
7000 Shoreline Court, Suite 350
South San Francisco, California 94080
(650) 443-6209

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mark V. Roeder, Esq.
Benjamin A. Potter, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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 Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Shares of common stock, par value \$0.0001 per share, of IDEAYA Biosciences, Inc.	1,044,352 ⁽³⁾	\$3.423 ⁽²⁾	\$3,574,817	\$465

- (1) Pursuant to Rule 416(a) 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 Incentive Award Plan (the “2019 Plan”) and the Registrant’s 2019 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future issuance under the 2019 Plan and the ESPP are based on the average of the high and the low price of the Registrant’s common stock as reported on the Nasdaq Global Market on March 19, 2020.
- (3) Represents 813,578 shares of the Registrant’s common stock that are available for issuance pursuant to the 2019 Plan and 203,394 shares of the Registrant’s common stock that are available for issuance pursuant to the ESPP, in each case, pursuant to automatic increases effective January 1, 2020. Also includes 27,380 shares added to the reserve of the 2019 Plan pursuant to its terms upon repurchase of shares at the original exercise price originally issued under the Registrant’s 2015 Equity Incentive Plan. Shares available for issuance under the 2019 Plan and the ESPP were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on May 28, 2019 (Registration No. 333-231784).

Proposed sale to take place as soon after the effective date of the registration statement as awards under the plans are exercised and/or vest.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this Registration Statement, IDEAYA Biosciences, Inc. is sometimes referred to as "Registrant," "we," "us" or "our."

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement on Form S-8 is filed by Registrant, relating to (a) 813,578 shares of its common stock, \$0.0001 par value (the "Common Stock"), issuable to eligible employees of Registrant under the 2019 Plan and (b) 203,394 shares of Common Stock issuable to eligible employees of Registrant under the ESPP. On May 28, 2019, Registrant filed with the Commission a Registration Statement on Form S-8, Registration No. 333-231784 (the "Prior Registration Statement"), relating to shares of Common Stock issuable to eligible employees of Registrant under the 2019 Plan and the ESPP. The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities. Pursuant to Section E of the General Instructions to Form S-8, the contents of the Prior Registration Statement is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Item 3. Incorporation of Documents by Reference.

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

- (a) [Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 24, 2020, including all material incorporated by reference therein;](#)
 - (b) [The description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A \(Registration No. 001-38915\), filed by the Registrant with the SEC under Section 12\(b\) of the Securities Exchange Act of 1934, as amended \(the "Exchange Act"\), on May 17, 2019 including any amendments or reports filed for the purpose of updating such description.](#)
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All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of this registration statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or 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.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1#	2019 Incentive Award Plan.	S-8	5-28-19	99.2(a)	
99.2#	2019 Employee Stock Purchase Plan.	S-8	5-28-19	99.3	

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 South San Francisco, California, on this twenty-fourth day of March, 2020.

IDEAYA Biosciences, Inc.

By: /s/ Yujiro Hata
Yujiro Hata
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Yujiro Hata and Paul Stone, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, with full power of each to act alone, 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or 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 in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Yujiro Hata</u> Yujiro Hata	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 24, 2020
<u>/s/ Paul Stone, J.D.</u> Paul Stone, J.D.	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 24, 2020
<u>/s/ John Diekman, Ph.D.</u> John Diekman, Ph.D.	Chairman of the Board of Directors	March 24, 2020
<u>/s/ Scott Morrison</u> Scott Morrison	Director	March 24, 2020
<u>/s/ Terry Rosen, Ph.D.</u> Terry Rosen, Ph.D.	Director	March 24, 2020
<u>/s/ Thilo Schroeder, Ph.D.</u> Thilo Schroeder, Ph.D.	Director	March 24, 2020
<u>/s/ Timothy Shannon, M.D.</u> Timothy Shannon, M.D.	Director	March 24, 2020
<u>/s/ Jeffrey Stein, Ph.D.</u> Jeffrey Stein, Ph.D.	Director	March 24, 2020
<u>/s/ Wendy Yarno</u> Wendy Yarno	Director	March 24, 2020

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Madrid	Washington, D.C.
Milan	

March 24, 2020

IDEAYA Biosciences, Inc.
7000 Shoreline Court, Suite 350
South San Francisco, CA 94080

Re: Registration Statement on Form S-8; 1,044,352 shares of Common Stock of IDEAYA Biosciences, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to IDEAYA Biosciences, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 1,044,352 shares of common stock of the Company, par value \$0.0001 per share (the “**Shares**”), issuable under the Company’s 2019 Incentive Award Plan (the “**2019 Plan**”) and 2019 Employee Stock Purchase Plan (the “**ESPP**” and together with the 2019 Plan, the “**Plans**”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on March 24, 2020 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer

agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of IDEAYA Biosciences, Inc. of our report dated March 24, 2020 relating to the financial statements, which appears in IDEAYA Biosciences, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 24, 2020