

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

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

NURIX THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

27-0838048
(I.R.S. Employer
Identification No.)

**1700 Owens Street, Suite 205
San Francisco, California 94158**
(Address of Principal Executive Offices) (Zip Code)

**2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan**
(Full Title of the Plans)

Arthur T. Sands
President and Chief Executive Officer
Nurix Therapeutics, Inc.
1700 Owens Street, Suite 205
San Francisco, California 94158
(Name and Address of Agent for Service)

(415) 660-5320
(Telephone Number, including area code, of agent for service)

Please send copies of all communications to:

Michael A. Brown, Esq.
Robert A. Freedman, Esq.
Amanda L. Rose, Esq.
Fenwick & West LLP
555 California Street, 12th Floor
San Francisco, California 94104
(415) 875-2300

Christine Ring, Esq.
General Counsel and Secretary
Nurix Therapeutics, Inc.
1700 Owens Street, Suite 205
San Francisco, California 94158
(415) 660-5320

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

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, \$0.001 par value per share, reserved for future issuance pursuant to: | | | | |
| —2020 Equity Incentive Plan | 1,787,545(2) | \$17.94(3) | \$32,068,558 | \$2,973 |
| —2020 Employee Stock Purchase Plan | 446,643(4) | \$15.25(5) | \$6,811,306 | \$632 |
| TOTAL | 2,234,188 | N/A | \$38,879,864 | \$3,605 |

- (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 2020 Equity Incentive Plan (the “*2020 EIP*”) and 2020 Employee Stock Purchase Plan (“*2020 ESPP*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents 1,787,545 additional shares to be registered and available for grant under the 2020 EIP resulting from: (i) 1,786,574 additional shares of the Registrant’s common stock available for issuance pursuant to the annual 4% automatic increase in the number of authorized shares available for issuance under the 2020 EIP and (ii) 971 additional shares of the Registrant’s common stock available for issuance under the 2020 EIP as a result of the repurchase of unvested and forfeited shares of the Registrant’s common stock acquired upon the exercise of stock options that were previously granted and early exercised under the Registrant’s 2012 Equity Incentive Plan (the “*2012 EIP*”) pursuant to the terms of the 2020 EIP.
- (3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$17.94 was computed by averaging the high and low prices of a share of Registrant’s common stock as reported on The Nasdaq Global Market on January 27, 2022.
- (4) Represents additional shares of the Registrant’s common stock to be registered and available for grant under the 2020 ESPP resulting from the annual 1% automatic increase in the number of authorized shares available for issuance under the 2020 ESPP.
- (5) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$15.25 was computed by averaging the high and low prices of a share of Registrant’s common stock as reported on The Nasdaq Global Market on January 27, 2022, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2020 ESPP.

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

Nurix Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (a) 1,787,545 additional shares of common stock available for issuance under the Registrant’s 2020 EIP resulting from (i) 1,786,574 additional shares of the Registrant’s common stock available for issuance under the Registrant’s 2020 EIP pursuant to the provision of the 2020 EIP providing for an annual 4% automatic increase in the number of shares reserved for issuance under the 2020 EIP and (ii) 971 shares of the Registrant’s common stock available for issuance under the 2020 EIP as a result of the repurchase of unvested and forfeited shares of the Registrant’s common stock acquired upon the exercise of stock options that were previously granted and early exercised under the 2012 EIP pursuant to the terms of the 2020 EIP and (b) 446,643 additional shares of the Registrant’s common stock available for issuance under the Registrant’s 2020 ESPP pursuant to the provision of the 2020 ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance under the 2020 ESPP.

In accordance with General Instruction E of Form S-8, and only with respect to the common stock issuable under the 2020 EIP and 2020 ESPP, this Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on July 24, 2020 (Registration No. 333-240065) and February 16, 2021 (Registration No. 333-253159), to the extent not superseded hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) are incorporated herein by reference:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the year ended November 30, 2021, filed with the Commission on January 28, 2022 pursuant to Section 13 of the Exchange Act;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (a) above; and
- (c) the description of the Registrant’s common stock contained in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-39398) filed on July 20, 2020 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report deemed to be furnished but not filed on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into 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 for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | | Filed Herewith |
|----------------|---|---------------------------|------------|---------|-------------|----------------|
| | | Form | File No. | Exhibit | Filing Date | |
| 4.1 | Restated Certificate of Incorporation of the Registrant | 10-Q | 001-39398 | 3.1 | 10/14/2020 | |
| 4.2 | Restated Bylaws of the Registrant | 10-Q | 001-39398 | 3.2 | 10/14/2020 | |
| 4.3 | Form of Registrant’s Common Stock Certificate | S-1 | 333-239651 | 4.1 | 07/02/2020 | |
| 5.1 | Opinion and Consent of Fenwick & West LLP | | | | | X |
| 23.1 | Consent of independent registered public accounting firm | | | | | X |
| 23.2 | Consent of Fenwick & West LLP (contained in Exhibit 5.1) | | | | | X |
| 24.1 | Power of Attorney (included on signature page of this Registration Statement) | | | | | X |
| 99.1 | 2020 Equity Incentive Plan | S-1/A | 333-239651 | 10.3 | 07/20/2020 | |
| 99.2 | 2020 Employee Stock Purchase Plan | S-1/A | 333-239651 | 10.4 | 07/20/2020 | |

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 San Francisco, California, on this 28th day of January, 2022.

NURIX THERAPEUTICS, INC.

/s/ Arthur T. Sands

Arthur T. Sands, M.D., Ph.D.

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 Arthur T. Sands and Hans van Houte, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (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 Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 attorney-in-fact and agent, or his or her 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 date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|------------------|
| <u>/s/ Arthur T. Sands</u> Arthur T. Sands, M.D., Ph.D. | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | January 28, 2022 |
| <u>/s/ Hans van Houte</u> Hans van Houte | Chief Financial Officer <i>(Principal Accounting Officer and Principal Financial Officer)</i> | January 28, 2022 |
| <u>/s/ David Lacey</u> David Lacey, M.D. | Chairman and Director | January 28, 2022 |
| <u>/s/ Julia P. Gregory</u> Julia P. Gregory | Director | January 28, 2022 |
| <u>/s/ Lori A. Kunkel</u> Lori A. Kunkel, M.D. | Director | January 28, 2022 |
| <u>/s/ Judith A. Reinsdorf</u> Judith A. Reinsdorf, J.D. | Director | January 28, 2022 |
| <u>/s/ Clay B. Siegall</u> Clay B. Siegall, Ph.D. | Director | January 28, 2022 |
| <u>/s/ Paul M. Silva</u> Paul M. Silva | Director | January 28, 2022 |
| <u>/s/ Jeffrey Tong</u> Jeffrey Tong, Ph.D. | Director | January 28, 2022 |



555 California Street
12th Floor
San Francisco, CA 94104

415.875.2300
Fenwick.com

January 28, 2022

Nurix Therapeutics, Inc.
1700 Owens Street, Suite 205
San Francisco, California 94158

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Nurix Therapeutics, Inc., a Delaware corporation (the "**Company**") with the Securities and Exchange Commission (the "**Commission**") on or about January 28, 2022 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of the issuance of an aggregate of 2,234,188 shares (the "**Shares**") of the Company's common stock, \$0.001 par value per share ("**Common Stock**"), consisting of (a) 1,787,545 additional Shares that are subject to issuance by the Company upon the exercise or settlement of awards (including awards of stock options, restricted stock, stock bonuses, stock appreciation rights, restricted stock units and/or performance shares) granted under the Company's 2020 Equity Incentive Plan (the "**2020 EIP**") resulting from (i) 1,786,574 additional Shares available for issuance pursuant to the provision of the 2020 EIP providing for an annual 4% automatic increase in the number of shares reserved for issuance under the 2020 EIP and (ii) 971 additional Shares available for issuance under the 2020 EIP as a result of the repurchase of unvested and forfeited shares of Common Stock acquired upon the exercise of stock options that were previously granted and early exercised under the Company's 2012 Equity Incentive Plan and (b) 446,643 additional Shares that are subject to issuance by the Company pursuant to purchase rights to acquire shares of Common Stock granted under the Company's 2020 Employee Stock Purchase Plan (the "**2020 ESPP**") pursuant to the provision of the 2020 ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance under the 2020 ESPP. The 2020 EIP and the 2020 ESPP are each individually referred to herein as a "**Plan**" and collectively referred to in this letter as the "**Plans**". At your request we are providing this letter to express our opinion on the matters set forth below in this letter ("**our opinion**").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: (a) the Company's current Restated Certificate of Incorporation and Restated Bylaws (collectively, the "**Charter Documents**"), the Plans, the Registration Statement and the exhibits thereto, the prospectuses relating to the Plans; (b) certain corporate proceedings of the Company's board of directors and the Company's stockholders relating to adoption or approval of the Charter Documents, the Plans and related forms of Plan agreements for use thereunder, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the issuance of the Shares under the Securities Act, and documents (including a certificate from the Company's transfer agent) regarding the Company's outstanding and reserved capital stock and other securities; and (c) such other documents as we have deemed advisable, and we also have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto (other than the Company). We have also assumed that any certificates or instruments representing the Shares, if and when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated January 28, 2022 issued by the Secretary of State of the State of Delaware with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law now in effect. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 2,234,188 shares of Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards (including awards of stock options, restricted stock, stock bonuses, stock appreciation rights, restricted stock units and/or performance shares) granted under the 2020 EIP and (b) upon the exercise or settlement of purchase rights to acquire shares of Common Stock granted under the 2020 ESPP, have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan, and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

*****Concluding Paragraph Appears on Next Page*****

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ **Fenwick & West LLP**

FENWICK & WEST 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 Nurix Therapeutics, Inc. of our report dated January 28, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Nurix Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended November 30, 2021.

/s/ PricewaterhouseCoopers LLP

San Jose, California
January 28, 2022