

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
THE SECURITIES ACT OF 1933*

Allakos Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-4798831
(I.R.S. Employer
Identification No.)

**975 Island Drive, Suite 201
Redwood City, California 94065**
(Address of principal executive offices)

**2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan**
(Full title of the plan)

Robert Alexander, Ph.D.
President and Chief Executive Officer
Allakos Inc.

**975 Island Drive, Suite 201
Redwood City, California 94065**
(Name and address of agent for service)

(650) 597-5002
(Telephone number, including area code, of agent for service)

Copies to:

Kevin Kennedy
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
(650) 251-5000

Adam Tomasi, Ph.D.
Chief Operating Officer and Chief Financial Officer
Allakos Inc.
975 Island Drive, Suite 201
Redwood City, California 94065
(650) 597-5002

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 type="checkbox"/>
Emerging growth company	<input checked="" 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 each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2018 Equity Incentive Plan	2,105,832 (2)	\$36.84	\$77,578,850.88	\$9,402.56
Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the 2018 Employee Stock Purchase Plan	421,166 (4)	\$36.84	\$15,515,755.44	\$1,880.51
Total			\$93,094,606.32	\$11,283.07

- (1) Pursuant to Rule 416(a) of 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, par value \$0.001 per share ("Common Stock") of Allakos Inc. (the "Registrant") that become issuable under the 2018 Equity Incentive Plan (the "2018 Plan") or the 2018 Employee Stock Purchase Plan (the "2018 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents additional shares of the Registrant's Common Stock automatically reserved and available for issuance under the 2018 Plan resulting from the annual increase in the number of shares reserved and available for issuance under the 2018 Plan on the first day of each fiscal year. The annual increase is the least of (i) 5,000,000 shares of Common Stock, (ii) 5% of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year or (iii) such number of shares of Common Stock determined by the Registrant's board of directors.
- (3) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of calculating the amount of the registration fee and are based on a price of \$36.84 per share of Common Stock, which is the average of the high and low prices per share of Common Stock reported on The Nasdaq Global Select Market on May 2, 2019.
- (4) Represents additional shares of the Registrant's Common Stock automatically reserved and available for issuance under the 2018 ESPP resulting from the annual increase in the number of shares reserved and available for issuance under the 2018 ESPP on the first day of each fiscal year. The annual increase is the least of (i) 1,000,000 shares of Common Stock, (ii) 1% of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year or (iii) an amount determined by the Administrator (as defined in the 2018 ESPP).

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,105,832 shares of Common Stock issuable under the 2018 Plan and 421,166 shares of Common Stock issuable under the 2018 ESPP pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. In accordance with Section E of the General Instructions to Form S-8, the contents of the Registration Statement on [Form S-8](#) previously filed with the Securities and Exchange Commission (the “Commission”) relating to the 2018 Plan and 2018 ESPP (File No. 333-226247) are incorporated by reference herein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “SEC”) by the Registrant are incorporated in this Registration Statement by reference:

- (1) The Registrant’s annual report on [Form 10-K](#) for the fiscal year ended December 31, 2018 filed with the SEC on March 14, 2019;
- (2) The Registrant’s proxy statement on [Schedule 14A](#) filed on April 30, 2019;
- (3) The Registrant’s quarterly report on [Form 10-Q](#) for the quarterly period ended March 31, 2019 filed with the SEC on May 8, 2019; and
- (4) The description of the Registrant’s Common Stock contained in its registration statement on [Form 8-A](#), filed on July 11, 2018, including any amendments or supplements thereto.

All reports and other documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold (other than information deemed to have been “furnished” rather than “filed” in accordance with the SEC’s rules) shall be deemed to be incorporated by reference in and to be a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated by reference herein shall be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any 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.

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-38582	3.1	7/24/18
3.2	Amended and Restated Bylaws of the Registrant	8-K	001-38582	3.2	7/24/18
4.1	Specimen common stock certificate of the Registrant	S-1/A	333-225836	4.2	7/9/18
5.1	Opinion of Simpson Thacher & Bartlett LLP*				
23.1	Consent of Independent Registered Public Accounting Firm*				
23.2	Consent of Simpson Thacher & Bartlett LLP (contained in Exhibit 5.1 hereto)*				
24.1	Power of Attorney (contained on signature page hereto)*				
99.1	2018 Equity Incentive Plan	S-1/A	333-225836	10.3	7/9/18
99.2	2018 Employee Stock Purchase Plan	S-1/A	333-225836	10.4	7/9/18

* Filed herewith

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 Redwood City, State of California, on the 8th day of May 2019.

ALLAKOS INC.

By: /s/ Robert Alexander
Robert Alexander, 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 Robert Alexander, Ph.D. and Adam Tomasi, Ph.D., and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (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 attorney-in-fact, proxy 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, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Robert Alexander</u> Robert Alexander, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	5/8/2019
<u>/s/ Adam Tomasi</u> Adam Tomasi, Ph.D.	Chief Operating Officer, Chief Financial Officer and Secretary <i>(Principal Financial and Accounting Officer)</i>	5/8/2019
<u>/s/ Daniel Janney</u> Daniel Janney	Chair of our Board of Directors	5/8/2019
<u>/s/ Robert Andreatta</u> Robert Andreatta	Director	5/8/2019
<u>/s/ Steve James</u> Steve James	Director	5/8/2019
<u>/s/ John McKearn</u> John McKearn, Ph.D.	Director	5/8/2019
<u>/s/ Paul Walker</u> Paul Walker	Director	5/8/2019

SIMPSON THACHER & BARTLETT LLP

2475 HANOVER STREET
PALO ALTO, CA 94304
(650) 251-5000

FACSIMILE (650) 251-5002

May 8, 2019

Allakos Inc.
975 Island Drive, Suite 201
Redwood City, California 94065

Ladies and Gentlemen:

We have acted as counsel to Allakos Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, relating to the issuance by the Company of an aggregate of up to (1) 2,105,832 shares of common stock, par value \$0.001 per share (“Common Stock”), of the Company (the “2018 Plan Shares”) pursuant to the Company’s 2018 Equity Incentive Plan (the “2018 Plan”) and (2) 421,166 shares of Common Stock (together with the 2018 Plan Shares, the “Shares”) pursuant to the Company’s 2018 Employee Stock Purchase Plan (together with the 2018 Plan, the “Plans”).

We have examined the Registration Statement, a form of common stock certificate and the Plans. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinion hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that when the Shares are issued and delivered in accordance with the Plans, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

BEIJING HONG KONG HOUSTON LONDON PALO ALTO SÃO PAULO SEOUL TOKYO WASHINGTON, D.C.

NEW YORK

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Equity Incentive Plan and the 2018 Employee Stock Purchase Plan of Allakos Inc. of our report dated March 14, 2019, with respect to the financial statements of Allakos Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
May 8, 2019