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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

ORIC PHARMACEUTICALS, 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)

47-1787157
(I.R.S. Employer
Identification Number)

**240 E. Grand Ave, 2 Floor
South San Francisco, CA 94080
(650) 388-5600**

Jacob M. Chacko, M.D.
President and Chief Executive Officer
ORIC Pharmaceuticals, Inc.
240 E. Grand Ave, 2 Floor
South San Francisco, CA 94080
(650) 388-5600

Copies to:

**Kenneth A. Clark
Tony Jeffries
Jennifer Knapp
Melissa Rick
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300**

**Dominic Piscitelli
Chief Financial Officer
ORIC Pharmaceuticals, Inc.
240 E. Grand Ave, 2 Floor
South San Francisco, CA 94080
(650) 388-5600**

**Charles S. Kim
Sean Clayton
Kristin VanderPas
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement. If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-250001

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

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 | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(2) |
|---|-----------------------------------|--|--|--------------------------------------|
| Common stock, \$0.0001 par value per share | 1,196,000 | \$23.00 | \$27,508,000 | \$3,002 |

- (1) Represents only the additional number of shares being registered and includes 156,000 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-250001).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$111,090,000 on a registration statement on Form S-1 (File No. 333-250001), which was declared effective by the Securities and Exchange Commission on November 12, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$27,508,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

ORIC Pharmaceuticals, Inc., a Delaware corporation (ORIC), is filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-250001) originally filed on November 10, 2020 (the Prior Registration Statement), and which the Securities and Exchange Commission declared effective on November 12, 2020.

ORIC is filing this registration statement for the sole purpose of increasing by 1,196,000 shares the number of shares of its common stock, par value \$0.0001 per share, to be registered for sale. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and are filed herewith.

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 5.1 | <u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.</u> |
| 23.1 | <u>Consent of Independent Registered Public Accounting Firm.</u> |
| 23.2 | <u>Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).</u> |
| 24.1 | <u>Power of Attorney (see page II-7 of the Registration Statement on Form S-1 (File No. 333-250001) filed on November 10, 2020).</u> |

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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, California on November 12, 2020.

ORIC PHARMACEUTICALS, INC.

By: /s/ Jacob M. Chacko, M.D.
Jacob M. Chacko, M.D.
President and Chief Executive Officer

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-------------------|
| <u>/s/ Jacob M. Chacko, M.D.</u> Jacob M. Chacko, M.D. | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | November 12, 2020 |
| <u>/s/ Dominic Piscitelli</u> Dominic Piscitelli | Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | November 12, 2020 |
| <u>*</u> Richard Heyman, Ph.D. | Chair of the Board | November 12, 2020 |
| <u>*</u> Mardi Dier | Director | November 12, 2020 |
| <u>*</u> Carl Gordon, Ph.D. | Director | November 12, 2020 |
| <u>*</u> Lori Kunkel | Director | November 12, 2020 |
| <u>*</u> Richard Scheller, Ph.D. | Director | November 12, 2020 |
| <u>*</u> Peter Svennilson | Director | November 12, 2020 |
| <u>*By: /s/ Jacob M. Chacko, M.D.</u> Jacob M. Chacko, M.D., Attorney-in-fact | | |



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

O: 650.493.9300
F: 650.493.6811

November 12, 2020

ORIC Pharmaceuticals, Inc.
240 E. Grand Avenue, 2nd Floor
South San Francisco, CA 94080

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the “**Registration Statement**”), filed by ORIC Pharmaceuticals, Inc. (the “**Company**”) with the Securities and Exchange Commission on the date hereof in connection with the registration under the Securities Act of 1933, as amended, of up to 1,196,000 shares (including up to 156,000 shares issuable upon exercise of an option granted to the underwriters by the Company) of the Company’s common stock, \$0.0001 par value per share (the “**Shares**”), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-250001) (the “**Prior Registration Statement**”), which was declared effective on November 12, 2020, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the “**Underwriting Agreement**”).

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

November 12, 2020

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On the basis of the foregoing, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

Consent of Independent Registered Public Accounting Firm

The Board of Directors
ORIC Pharmaceuticals, Inc.:

We consent to the use of our report dated February 28, 2020, except as to note 11, which is as of April 21, 2020, included herein and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

San Diego, California
November 12, 2020