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

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

Revolution Medicines, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-2029180
(I.R.S. Employer
Identification Number)

700 Saginaw Drive
Redwood City, California
(Address of Principal Executive Offices)

94063
(Zip Code)

2020 Incentive Award Plan
2020 Employee Stock Purchase Plan
(Full Title of the Plan)

Mark A. Goldsmith, M.D., Ph.D.
President and Chief Executive Officer
Revolution Medicines, Inc.
700 Saginaw Drive
Redwood City, California 94063
(650) 481-6801

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

Copies to:
Mark V. Roeder, Esq.
John C. Williams, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

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
Non-accelerated filer

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.

**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"). The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this Registration Statement, Revolution Medicines, Inc. is sometimes referred to as "Registrant."

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

This Registration Statement on Form S-8 is filed by the Registrant, relating to (a) 3,713,226 shares of its common stock, \$0.0001 par value (the "Common Stock"), issuable to eligible employees, directors and consultants of the Registrant under the 2020 Plan and (b) 741,486 shares of Common Stock issuable to eligible employees of the Registrant under the ESPP. Shares available for issuance under the 2020 Plan and the ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on February 18, 2020, Registration No. [333-236493](#), and March 2, 2021, Registration No. [333-253791](#) (the "Prior Registration Statements"). The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate to 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 Statements are 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 into this Registration Statement:

- Item 8.01 of the Registrant's Current Report on [Form 8-K](#), filed with the Commission on January 11, 2022;
- the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the Commission on February 28, 2022; and
- the description of the Registrant's Common Stock which is registered under Section 12 of the Exchange Act, in the Registrant's registration statement on [Form 8-A](#), filed on February 6, 2020, including any amendments or reports filed for the purpose of updating such description.

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.

Item 8. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	2/18/2020	3.1	
4.2	Amended and Restated Bylaws.	8-K	3/8/2021	3.1	
4.3	Form of Common Stock Certificate.	S-1	1/17/2020	4.2	
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#	2020 Incentive Award Plan.	S-1/A	2/3/2020	10.7(a)	
99.2#	2020 Employee Stock Purchase Plan.	S-1/A	2/3/2020	10.8	
107.1	Filing Fee Table.				X

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 Redwood City, California, on this 28th day of February 2022.

Revolution Medicines, Inc.

By: /s/ Mark A. Goldsmith
Mark A. Goldsmith, 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 Mark A. Goldsmith, M.D., Ph.D., Margaret A. Horn, J.D. and Jack Anders, 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 Commission, 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/ Mark A. Goldsmith</u> Mark A. Goldsmith, M.D., Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 28, 2022
<u>/s/ Jack Anders</u> Jack Anders	Senior Vice President, Finance and Principal Accounting Officer <i>(Principal Financial and Accounting Officer)</i>	February 28, 2022
<u>/s/ Elizabeth McKee Anderson</u> Elizabeth McKee Anderson	Director	February 28, 2022
<u>/s/ Flavia Borellini</u> Flavia Borellini, Ph.D.	Director	February 28, 2022
<u>/s/ Alexis Borisy</u> Alexis Borisy	Director	February 28, 2022
<u>/s/ Neil Exter</u> Neil Exter	Director	February 28, 2022
<u>/s/ Vince A. Miller</u> Vincent A. Miller, M.D.	Director	February 28, 2022
<u>/s/ Eric Schmidt</u> Eric Schmidt, Ph.D.	Director	February 28, 2022
<u>/s/ Thilo Schroeder</u> Thilo Schroeder, Ph.D.	Director	February 28, 2022
<u>/s/ Barbara Weber</u> Barbara Weber, M.D.	Director	February 28, 2022

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LATHAM & WATKINS LLP

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Madrid	Washington, D.C.
Milan	

February 28, 2022

Revolution Medicines, Inc.
 700 Saginaw Drive
 Redwood City, CA 94063

Re: Registration Statement on Form S-8; 4,454,712 shares of Common Stock of Revolution Medicines, Inc., par value \$0.0001 per share

To the addressee set forth above:

We have acted as special counsel to Revolution Medicines, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 4,454,712 shares of common stock of the Company, par value \$0.0001 per share (the “*Shares*”), issuable under the Company’s 2020 Incentive Award Plan (the “*2020 Plan*”) and 2020 Employee Stock Purchase Plan (the “*ESPP*” and together with the 2020 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 February 28, 2022 (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 for legal consideration not less than par value in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are

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duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance 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.

Sincerely,

/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 Revolution Medicines, Inc. of our report dated February 28, 2022 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Revolution Medicines, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP

San Jose, California

February 28, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Revolution Medicines, 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, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	3,713,226 ⁽²⁾	\$19.38 ⁽³⁾	\$71,962,319.88	\$0.0000927	\$6,670.91
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	741,486 ⁽⁴⁾	\$19.38 ⁽³⁾	\$14,369,998.68	\$0.0000927	\$1,332.10
Total Offering Amounts					\$83,336,755.76		\$8,003.01
Total Fee Offsets							\$-(5)
Net Fee Due							\$8,003.01

- (1) Pursuant to Rule 416 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 ("Common Stock") that become issuable under the Registrant's 2020 Incentive Award Plan (the "2020 Plan") and the Registrant's 2020 Employee Stock Purchase Plan ("ESPP") by reason of any stock dividend, stock split or similar transaction effected without the receipt of consideration that results in an increase in the number of the outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2020 Plan on January 1, 2022 pursuant to an "evergreen" provision contained in the 2020 Plan. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under such plan are increased on the first day of each year beginning in 2021 and ending in 2030 equal to the lesser of (A) five percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Registrant's Board; provided, however, that no more than 46,173,732 shares of stock may be issued upon the exercise of incentive stock options. Also includes 5,796 shares added to the reserve of the 2020 Plan pursuant to its terms upon repurchase of shares at the original exercise price originally issued under the Registrant's 2014 Equity Incentive Plan.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$19.38 per share, which is the average of the high and low prices of Common Stock on February 23, 2022, as reported on the Nasdaq Global Select Market.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the ESPP on January 1, 2022 pursuant to an "evergreen" provision contained in the ESPP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under such plan are increased on the first day of each year beginning in 2021 and ending in 2030 equal to the lesser of (A) one percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Registrant's Board; provided, however, no more than 7,564,123 shares of stock may be issued under the ESPP.
- (5) The Registrant does not have any fee offsets.