

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

**FORM S-1
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)

2836
(Primary Standard Industrial
Classification Code Number)

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

**700 Saginaw Drive
Redwood City, California 94063
(650) 481-6801**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**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)

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

**Copies to:
Margaret Horn
Chief Operating Officer and General Counsel
Revolution Medicines, Inc.
700 Saginaw Drive
Redwood City, California 94063
Telephone: (650) 481-6801**

**Alan F. Denenberg
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
Telephone: (650) 752-2000**

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. 333-252613

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, 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

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)	Amount of registration fee(1)
Common Stock, \$0.0001 par value per share	\$34,752,470	\$3,791.50

- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$265,247,500 on a Registration Statement on Form S-1 (File No. 333-252613), which was declared effective by the Securities and Exchange Commission on February 3, 2021. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$34,752,470 is hereby registered, which includes the additional 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) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Revolution Medicines, Inc. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#) (File No. 333-252613), as amended (the “Prior Registration Statement”), which the Registrant initially filed with the Commission on February 1, 2021 and which the Commission declared effective on February 3, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered by the Registrant in the public offering by \$34,752,470, which includes additional shares that the underwriters have the option to purchase. The additional shares that are being registered for issuance and 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 opinion and consents are listed on the Exhibit Index below and filed herewith.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1.1(1)	Form of Underwriting Agreement.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
24.1(2)	Power of Attorney.

(1) Previously filed as Exhibit 1.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-252613), filed with the Securities and Exchange Commission on February 1, 2021 and incorporated by reference herein.

(2) Previously filed on the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-252613), originally filed with the Securities and Exchange Commission on February 1, 2021 and incorporated by reference herein.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Redwood City, California on February 3, 2021.

Revolution Medicines, Inc.

By: /s/ Mark A. Goldsmith
Mark A. Goldsmith, M.D., Ph.D.
President and Chief Executive Officer

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark A. Goldsmith</u> Mark A. Goldsmith, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 3, 2021
<u>/s/ Jack Anders</u> Jack Anders	Vice President, Finance and Principal Accounting Officer (Principal Financial and Accounting Officer)	February 3, 2021
<u>*</u> Elizabeth McKee Anderson	Director	February 3, 2021
<u>*</u> Alexis Borisy	Director	February 3, 2021
<u>*</u> Neil Exter	Director	February 3, 2021
<u>*</u> Peter Svenilson	Director	February 3, 2021
<u>*</u> Vincent A. Miller, M.D.	Director	February 3, 2021
<u>*</u> Thilo Schroeder, Ph.D.	Director	February 3, 2021
<u>*</u> Barbara Weber, M.D.	Director	February 3, 2021
<u>*</u> Eric Schmidt., Ph.D.	Director	February 3, 2021

*By: /s/ Mark A. Goldsmith
Mark A. Goldsmith, M.D., Ph.D.
Attorney-in-Fact

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LATHAM & WATKINS LLP

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London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

February 3, 2021

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

Re: Form S-1 Registration Statement File No. 333-252613 and Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as special counsel to Revolution Medicines, Inc., a Delaware corporation (the "**Company**"), in connection with the registration of shares of the Company's common stock, \$0.0001 par value per share ("**Common Stock**"), pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on February 1, 2021 (Registration No. 333-252613) (as amended, the "**Initial Registration Statement**") and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the "**Post-Effective Amendment**") and together with the Initial Registration Statement, the "**Registration Statement**"). The Post-Effective Amendment relates to the registration of \$34,752,470 of shares of Common Stock of the Company (the "**Additional Shares**"). 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 related prospectus (the "**Prospectus**"), other than as expressly stated herein with respect to the issue of the Additional 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.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Additional 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 form of underwriting agreement most recently filed as an exhibit to the Registration Statement, the issue and sale of the Additional Shares will have been duly authorized by all necessary corporate action of the Company, and the Additional 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 and to the reference to our firm in the Prospectus under the heading "Legal matters." 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-1 of our report dated March 30, 2020 relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-252613) of Revolution Medicines, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-252613) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 3, 2021