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

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

ERASCA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

83-1217027
(I.R.S. Employer
Identification No.)

3115 Merryfield Row, Suite 300
San Diego, CA 92121
(858) 465-6511
(Address of Principal Executive Offices)

ERASCA, INC. 2021 INCENTIVE AWARD PLAN
ERASCA, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plans)

Jonathan E. Lim, M.D.
Chairman and Chief Executive Officer
Erasca, Inc.

3115 Merryfield Row, Suite 300
San Diego, CA 92121
(858) 465-6511
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Cheston J. Larson
Matthew T. Bush
Anthony A. Gostanian
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400

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.

EXPLANATORY NOTE

This registration statement registers the offer and sale of an additional 25,000,000 shares of common stock of Erasca, Inc. (the “Registrant”) for issuance under the Erasca, Inc. 2021 Incentive Award Plan (the “2021 Plan”) and an additional 5,000,000 shares of common stock of the Registrant for issuance under the Erasca, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”) pursuant to their respective terms. In accordance with Instruction E to Form S-8, the contents of the previously filed Form S-8 Registration Statement No. 333-257988 relating to shares of common stock issuable pursuant to the 2021 Plan and the ESPP are hereby incorporated herein by reference.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Erasca, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (“SEC”) allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed by us with the SEC on March 27, 2024;
- (b) our Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2024, filed by us with the SEC on May 8, 2024;
- (c) the information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2023 from our Definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 26, 2024;
- (d) our Current Report on Form 8-K filed by us with the SEC on [March 28, 2024](#); and
- (e) the description of our common stock contained in our registration statement on [Form 8-A](#), filed with the SEC on July 13, 2021, and any amendment or report filed with the SEC for the purpose of updating the description.

In addition, all documents 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 de-registers 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 specific sections of such statements as set forth therein. 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 herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained 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 incorporated or 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 shall any information furnished under Item 2.02 or 7.01 of Form 8-K 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	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation, as amended	8-K	001-40602	3.1	7/20/2021	
3.2	Amended and Restated Bylaws	8-K	001-40602	3.2	7/20/2021	
4.1	Specimen stock certificate evidencing the shares of common stock	S-1	333-257436	4.1	6/25/2021	
5.1	Opinion of Latham & Watkins LLP					X
10.1	Erasca, Inc. 2021 Incentive Award Plan and form of stock option grant notice and stock option agreement and form of restricted stock unit grant notice and restricted stock unit agreement thereunder	S-1/A	333-257436	10.2	7/12/2021	
10.2	Erasca, Inc. 2021 Employee Stock Purchase Plan	S-1/A	333-257436	10.3	7/12/2021	
23.1	Consent of KPMG LLP, independent registered public accounting firm					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (see signature page)					X
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 San Diego, State of California, on May 9, 2024.

ERASCA, INC.

By: /s/ Jonathan E. Lim, M.D.

Jonathan E. Lim, M.D.

Chairman, Chief Executive Officer and Co-Founder

Each person whose signature appears below hereby constitutes and appoints Jonathan E. Lim and David M. Chacko, and each of them singly (with full power to each of them to act alone), his or her attorneys-in-fact, each with the full power of substitution, for him or her in any and all capacities, to sign this registration statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jonathan E. Lim, M.D.</u> Jonathan E. Lim, M.D.	Chairman, Chief Executive Officer and Co-Founder (principal executive officer)	May 9, 2024
<u>/s/ David M. Chacko, M.D.</u> David M. Chacko, M.D.	Chief Financial Officer and Chief Business Officer (principal financial and accounting officer)	May 9, 2024
<u>/s/ James A. Bristol, Ph.D.</u> James A. Bristol, Ph.D.	Director	May 9, 2024
<u>/s/ Alexander W. Casdin</u> Alexander W. Casdin	Director	May 9, 2024
<u>/s/ Julie Hambleton, M.D.</u> Julie Hambleton, M.D.	Director	May 9, 2024
<u>/s/ Valerie Harding-Start, Ph.D.</u> Valerie Harding-Start, Ph.D.	Director	May 9, 2024
<u>/s/ Jean I. Liu, J.D.</u> Jean I. Liu, J.D.	Director	May 9, 2024
<u>/s/ Pratik S. Multani, M.D.</u> Pratik S. Multani, M.D.	Director	May 9, 2024
<u>/s/ Michael D. Varney, Ph.D.</u> Michael D. Varney, Ph.D.	Director and Chair of Research and Development	May 9, 2024

12670 High Bluff Drive
 San Diego, California 92130
 Tel: +1.858.523.5400 Fax: +1.858.523.5450
 www.lw.com

LATHAM & WATKINS^{LLP}

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May 9, 2024

Erasca, Inc.
 3115 Merryfield Row, Suite 300
 San Diego, CA 92121

Re: Registration Statement on Form S-8; 30,000,000 Shares of Common Stock, par value \$0.0001 per share

To the addressees set forth above:

We have acted as special counsel to Erasca, Inc., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of an aggregate of 30,000,000 shares of common stock, \$0.0001 par value per share (the “*Shares*”), of the Company, pursuant to the Company’s 2021 Incentive Award Plan (the “*2021 Plan*”), and the Company’s 2021 Employee Stock Purchase Plan (the “*ESPP*,” and together with the 2021 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 May 9, 2024 (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, other than as expressly stated herein with respect to the issue 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, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

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 Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate filed as an exhibit to the Company's Registration Statement on Form S-1) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plans for legal consideration in excess of par value, the issuance 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 General Corporation Law of the State of Delaware.

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



KPMG LLP
Suite 1100
4655 Executive Drive
San Diego, CA 92121-3132

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 27, 2024, with respect to the consolidated financial statements of Erasca, Inc. and subsidiaries, incorporated herein by reference.

KPMG LLP

San Diego, California
May 9, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Erasca, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	25,000,000 (2)	\$2.10 (3)	\$52,500,000.00 (3)	\$147.60 per \$1,000,000	\$7,749.00
Equity	Common stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	5,000,000 (4)	\$2.10 (3)	\$10,500,000.00 (3)	\$147.60 per \$1,000,000	\$1,549.80
Total Offering Amounts					\$63,000,000.00		\$9,298.80
Total Fee Offsets (5)							\$0
Net Fee Due							\$9,298.80

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also registers an indeterminate number of additional shares that may be issued pursuant to the above-named plans as the result of any future stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Represents 25,000,000 shares of common stock available for future issuance under the Erasca, Inc. 2021 Incentive Award Plan (the "2021 Plan") or that may become issuable under the 2021 Plan pursuant to its terms.
- (3) This estimate is made pursuant to Rule 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The maximum offering price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on May 2, 2024, which date is within five business days prior to filing this registration statement.
- (4) Represents 5,000,000 shares of common stock available for future issuance under the Erasca, Inc. 2021 Employee Stock Purchase Plan (the "ESPP") or that may become issuable under the ESPP pursuant to its terms.
- (5) The Registrant does not have any fee offsets.