

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

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

Allogene Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-3562771
(I.R.S. Employer
Identification No.)

210 East Grand Avenue
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

Amended and Restated 2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan
(Full titles of the plans)

David Chang, M.D., Ph.D.
President and Chief Executive Officer
Allogene Therapeutics, Inc.
210 East Grand Avenue
South San Francisco, California 94080
(650) 457-2700

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

Copies to:
Charles J Bair, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Amended and Restated 2018 Equity Incentive Plan Common Stock, \$0.001 par value per share	6,074,133(3)	\$31.50	\$191,335,190	\$23,189.83
2018 Employee Stock Purchase Plan Common Stock, \$0.001 par value per share	1,214,826(4)	\$31.50	\$38,267,019	\$4,637.96
Total	7,288,959		\$229,602,209	\$27,827.79

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock (“Common Stock”) of Allogene Therapeutics, Inc. (the “Registrant”) that become issuable under the Registrant’s Amended and Restated 2018 Equity Incentive Plan (the “2018 Plan”) or the Registrant’s 2018 Employee Stock Purchase Plan (the “2018 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
 - (2) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on March 4, 2019, as reported on the Nasdaq Global Select Market.
 - (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2018 Plan on January 1, 2019 pursuant to an “evergreen” provision contained in the 2018 Plan. Pursuant to such provision, on January 1st of each year through January 1, 2028, the number of shares authorized for issuance under the 2018 Plan will be automatically increased by: (a) 5% of the total number of shares of capital stock of the Registrant outstanding on December 31 of the preceding calendar year; or (b) such lesser number of shares of Common Stock as the Registrant’s board of directors (the “Board”) may designate prior to the applicable January 1st.
 - (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2018 ESPP on January 1, 2019 pursuant to an “evergreen” provision contained in the 2018 ESPP. Pursuant to such provision, on January 1st of each year through January 1, 2028, the number of shares authorized for issuance under the 2018 ESPP will be automatically increased by a number equal to the lesser of: (a) 1% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; (b) 2,320,000 shares; and (c) such lesser number of shares of Common Stock as the Board may designate prior to the applicable January 1st.
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INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2018 Plan and 2018 ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on October 24, 2018 (File No. 333-227965). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Form of Common Stock Certificate of the Registrant.
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.2(4)	Allogene Therapeutics, Inc. Amended and Restated 2018 Equity Incentive Plan and Forms of Stock Option Grant Notice, Option Agreement, Notice of Exercise, Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement thereunder.
99.3(5)	Allogene Therapeutics, Inc. 2018 Employee Stock Purchase Plan.

- (1) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38693), filed with the Commission on October 15, 2018 and incorporated herein by reference.
- (2) Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38693), filed with the Commission on October 15, 2018 and incorporated herein by reference.
- (3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-227333), originally filed with the Commission on September 14, 2018, as amended, and incorporated herein by reference.
- (4) Previously filed as Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (File No. 333-227965), filed with the Commission on October 24, 2018, and incorporated herein by reference.
- (5) Previously filed as Exhibit 99.3 to the Registrant's Registration Statement on Form S-8 (File No. 333-227965), filed with the Commission on October 24, 2018, and incorporated herein by reference.

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 South San Francisco, State of California, on March 8, 2019.

ALLOGENE THERAPEUTICS, INC.

By: /s/ David Chang, M.D., Ph.D.

David Chang, M.D., Ph.D.

President, Chief Executive Officer and Member of the Board of Directors

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Chang, M.D., Ph.D., and Eric Schmidt, Ph.D., and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ David Chang, M.D., Ph.D.</u> David Chang, M.D., Ph.D.	President, Chief Executive Officer and Member of the Board of Directors (Principal Executive Officer)	March 8, 2019
<u>/s/ Eric Schmidt, Ph.D.</u> Eric Schmidt, Ph.D.	Chief Financial Officer (Principal Financial and Accounting Officer)	March 8, 2019
<u>/s/ Arie Belldegrun, M.D., FACS</u> Arie Belldegrun, M.D., FACS	Executive Chairman of the Board of Directors	March 8, 2019
<u>/s/ David Bonderman</u> David Bonderman	Member of the Board of Directors	March 8, 2019
<u>/s/ John DeYoung</u> John DeYoung	Member of the Board of Directors	March 8, 2019
<u>/s/ Franz Humer, Ph.D.</u> Franz Humer, Ph.D.	Member of the Board of Directors	March 8, 2019
<u>/s/ Joshua Kazam</u> Joshua Kazam	Member of the Board of Directors	March 8, 2019
<u>/s/ Deborah M. Messemer</u> Deborah M. Messemer	Member of the Board of Directors	March 8, 2019
<u>/s/ Todd Sisitsky</u> Todd Sisitsky	Member of the Board of Directors	March 8, 2019
<u>/s/ Owen Witte, M.D.</u> Owen Witte, M.D.	Member of the Board of Directors	March 8, 2019



Charles J. Bair
+1 858 550 6142
cbair@cooley.com

March 8, 2019

Allogene Therapeutics, Inc.
210 East Grand Avenue
South San Francisco, CA 94080

Ladies and Gentlemen:

You have requested our opinion, as counsel to Allogene Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of an aggregate of up to 7,288,959 shares of the Company's Common Stock, par value \$0.001 per share (the "**Shares**"), including (i) 6,074,133 shares issuable pursuant to the Company's Amended and Restated 2018 Equity Incentive Plan (the "**Incentive Plan**") and (ii) 1,214,826 shares issuable pursuant to the Company's 2018 Employee Stock Purchase Plan (the "**Employee Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Incentive Plan, the Employee Plan, the Company's Certificate of Incorporation and Bylaws, each as currently in effect, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than that identified above are applicable to the subject matter of this opinion. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Incentive Plan or the Employee Plan, as applicable, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements under the Incentive Plan, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6000 f: (858) 550-6420 cooley.com



March 8, 2019

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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Charles J. Bair

Charles J. Bair

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121

t: (858) 550-6000 f: (858) 550-6420 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2018 Equity Incentive Plan, and 2018 Employee Stock Purchase Plan of Allogene Therapeutics, Inc. of our report dated March 8, 2019, with respect to the financial statements of Allogene Therapeutics, 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
March 8, 2019