

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

**Rain Therapeutics Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**82-1130967**  
(I.R.S. Employer  
Identification No.)

**8000 Jarvis Avenue, Suite 204  
Newark, CA 94560**  
(Address of Principal Executive Offices, Zip Code)

**Rain Therapeutics Inc. 2021 Equity Incentive Plan  
Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan  
Rain Therapeutics Inc. Amended and Restated 2018 Stock Option/Stock  
Issuance Plan**  
(Full title of the plan)

**Avanish Vellanki  
Chief Executive Officer  
Rain Therapeutics Inc.  
8000 Jarvis Avenue, Suite 204  
Newark, CA 94560  
(510) 953-5559**

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

*Copies to:*

**Ryan A. Murr  
Branden C. Berns  
Gibson, Dunn & Crutcher LLP  
555 Mission Street  
San Francisco, CA 94105-0921  
(415) 393-8373**

**Sean C. Feller  
Gibson, Dunn & Crutcher LLP  
2029 Century Park East, Suite 4000  
Los Angeles, CA 90067  
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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 pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered (1)</b>	<b>Amount to be Registered (2)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share:				
Rain Therapeutics Inc. 2021 Equity Incentive Plan	3,209,356	\$19.50 (3)	\$62,582,442 (3)	\$6,827.74 (3)
Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan	256,749	\$16.575 (4)	\$4,255,614.68 (4)	\$464.29 (4)
Rain Therapeutics Inc. Amended and Restated 2018 Stock Option/Stock Issuance Plan	1,530,495 (5)	\$6.58(6)	\$10,070,657.10 (6)	\$1,098.71(6)
<b>TOTAL</b>	<b>3,466,105</b>		<b>\$76,908,713.78</b>	<b>\$8,390.74</b>

- (1) In addition to the number of shares of common stock, par value \$0.001 per share (the "Common Stock") of Rain Therapeutics Inc. (the "Registrant") set forth in the above table, this Registration Statement on Form S-8 (this "Registration Statement") covers an indeterminate number of options and other rights to acquire Common Stock, to be granted pursuant to the Rain Therapeutics Inc. 2021 Equity Incentive Plan (the "2021 Plan") and the Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan (the "ESPP").
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also shall cover any additional shares of Common Stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed based upon the average of the high and low prices of a share of Common Stock reported on the Nasdaq Global Select Market on April 23, 2021.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed based upon a 15% discount from the average of the high and low prices of a share of Common Stock reported on the Nasdaq Global Select Market on April 23, 2021, such discount representing the maximum permissible discount offered pursuant to the ESPP.
- (5) Represents shares of Common Stock subject to outstanding options granted under the Rain Therapeutics Inc. Amended and Restated 2018 Stock Option/Stock Issuance Plan (the "2018 Plan").
- (6) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed based on the weighted average exercise price of outstanding options granted under the 2018 Plan.

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

**Item 1. Plan Information.**

The documents containing the information specified in Part I of Form S-8 will be delivered to employees as specified by Rule 428(b)(1) of the Securities Act. In accordance with the instructions of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, 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**

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents, which have heretofore been filed by the Registrant with the Commission pursuant to the Securities Act and pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) the Registrant's [prospectus](#) filed pursuant to Rule 424(b) under the Securities Act on April 23, 2021 relating to the Registrant's Registration Statement on [Form S-1](#) (File No. 333-254998) originally filed with the Commission on April 2, 2021;
- (b) the Registrant's Current Report on [Form 8-K](#) filed with the Commission on April 27, 2021; and
- (c) the description of the Common Stock included under the caption "Description of Capital Stock" contained in the prospectus forming part of the Registrant's Registration Statement on Form S-1 (File No. 333-254998), which description has been incorporated by reference in Item 1 of the Registrant's Registration Statement on [Form 8-A](#), filed pursuant to Section 12 of the Exchange Act, on April 20, 2021, together with any amendment or report filed with the Commission for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the Commission 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 this Registration Statement which indicate that all securities offered hereby have been sold or which deregister all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information that the Registrant discloses under Items 2.02 or 7.01 of any Current Report on Form 8-K that it may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Any statement, including financial statements, 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 therein 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.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant is a Delaware corporation. Section 145(a) of the Delaware General Corporation Law (“DGCL”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Further subsections of DGCL Section 145 provide that:

- (1) to the extent a present or former director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (i) and (ii) of Section 145 or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by such person in connection therewith;
- (2) the indemnification and advancement of expenses provided for pursuant to Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise; and
- (3) the corporation shall have the power to purchase and maintain insurance of behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

As used in this Item 6, the term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Registrant, and whether civil, criminal, administrative, investigative or otherwise.

Section 145 of the DGCL makes provision for the indemnification of officers and directors in terms sufficiently broad to indemnify officers and directors of the Registrant under certain circumstances from liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The Registrant’s organizational documents provide, in effect, that, to the fullest extent and under the circumstances permitted by Section 145 of the

DGCL, the Registrant will indemnify any and all of its officers and directors. The Registrant has entered into indemnification agreements with its officers and directors. The Registrant may, in its discretion, similarly indemnify its employees and agents. The Registrant's certificate of incorporation also relieves its directors from monetary damages to the Registrant or its stockholders for breach of such director's fiduciary duty as a director to the fullest extent permitted by the DGCL. Under Section 102(b)(7) of the DGCL, a corporation may relieve its directors from personal liability to such corporation or its stockholders for monetary damages for any breach of their fiduciary duty as directors except (i) for a breach of the duty of loyalty, (ii) for failure to act in good faith, (iii) for intentional misconduct or knowing violation of law, (iv) for willful or negligent violations of certain provisions in the DGCL imposing certain requirements with respect to stock repurchases, redemptions and dividends or (v) for any transactions from which the director derived an improper personal benefit.

The Registrant has purchased insurance policies that, within the limits and subject to the terms and conditions thereof, cover certain expenses and liabilities that may be incurred by directors and officers in connection with proceedings that may be brought against them as a result of an act or omission committed or suffered while acting as a director or officer of the Registrant.

The 2021 Plan provides protection for members of the Registrant's board or directors or a committee thereof acting under the 2021 Plan for their reliance in good faith upon the advice of counsel, and provides that such individuals shall incur no liability except for as a result of gross negligence or willful misconduct in the performance of their duties with respect to the 2021 Plan.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Rain Therapeutics Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed on April 27, 2021).</a>
4.2	<a href="#">Amended and Restated Bylaws of Rain Therapeutics Inc. (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed on April 27, 2021).</a>
5.1*	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>
23.1*	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</a>
23.2*	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
24.1*	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>
99.1	<a href="#">Rain Therapeutics Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 of Amendment No. 2 to the Registrant's Registration Statement on Form S-1, filed on April 19, 2021).</a>
99.2	<a href="#">Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 of Amendment No. 2 to the Registrant's Registration Statement on Form S-1, filed on April 19, 2021).</a>
99.3	<a href="#">Rain Therapeutics Inc. Amended and Restated 2018 Stock Option/Stock Issuance Plan and form of award agreement thereunder (incorporated by reference to Exhibit 10.2 of the Registrant's Registration Statement on Form S-1, filed on April 2, 2021).</a>

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action,

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suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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 the City of Newark, State of California, on the 27th day of April, 2021.

**Rain Therapeutics Inc.**

By: /s/ Avanish Vellanki  
Name: Avanish Vellanki  
Title: Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Avanish Vellanki and Nelson Cabatuan, and each of them, the individual's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of 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, this Registration Statement has been signed by the following persons in the capacities indicated on the 27th day of April, 2021.

<u>Signature</u>	<u>Title</u>
<u>/s/ Avanish Vellanki</u> Avanish Vellanki	Chairman and Chief Executive Officer <i>(principal executive officer)</i>
<u>/s/ Nelson Cabatuan</u> Nelson Cabatuan	Vice President of Finance and Administration <i>(principal financial and accounting officer)</i>
<u>/s/ Franklin Berger</u> Franklin Berger	Director
<u>/s/ Aaron Davis</u> Aaron Davis	Director
<u>/s/ Gorjan Hrustanovic, PhD</u> Gorjan Hrustanovic, PhD	Director
<u>/s/ Tran Nguyen</u> Tran Nguyen	Director
<u>/s/ Peter Radovich</u> Peter Radovich	Director
<u>/s/ Stefani A. Wolff</u> Stefani A. Wolff	Director

GIBSON DUNN

Gibson, Dunn &amp; Crutcher LLP

2029 Century Park East  
Los Angeles, CA 90067-3026  
Tel 310.552.8500  
www.gibsondunn.com

April 27, 2021

Rain Therapeutics Inc.  
8000 Jarvis Avenue, Suite 204  
Newark, CA 94560

Re: Rain Therapeutics Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Rain Therapeutics Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of (i) up to 3,209,356 shares of the Company's voting common stock, par value \$0.001 per share (the "EIP Shares"), under the Rain Therapeutics Inc. 2021 Equity Incentive Plan (the "2021 Plan"); (ii) up to 256,749 shares of the Company's voting common stock, par value \$0.001 per share (the "ESPP Shares"), under the Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan (the "ESPP"); and (iii) up to 1,530,495 shares of the Company's voting common stock, par value \$0.001 per share (the "2018 Plan Shares" and, together with the EIP Shares and ESPP Shares, the "Shares"), under the Rain Therapeutics Inc. Amended and Restated 2018 Stock Option/Stock Issuance Plan (the "2018 Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the 2021 Plan, ESPP or 2018 Plan that would expand, modify or otherwise affect the terms of the 2021 Plan, ESPP or 2018 Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the 2021 Plan, ESPP or 2018

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Rain Therapeutics Inc.  
April 27, 2021  
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Plan, as applicable, and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson Dunn & Crutcher LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Rain Therapeutics Inc. 2021 Equity Incentive Plan, the Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan, and the Rain Therapeutics Inc. Amended and Restated 2018 Stock Option/Stock Issuance Plan of Rain Therapeutics Inc. of our report dated March 5, 2021 (except for the second paragraph of Note 13, as to which the date is April 19, 2021), with respect to the financial statements of Rain Therapeutics Inc. included in its Registration Statement (Form S-1 No. 333-254998), filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

April 27, 2021