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

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

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**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**  
(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**

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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   
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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) registers 1,059,032 additional shares of common stock, par value \$0.001 per share (“Common Stock”) of Rain Therapeutics Inc. (the “Registrant”) to be issued pursuant to the Rain Therapeutics Inc. 2021 Equity Incentive Plan and 264,758 additional shares of Common Stock to be issued pursuant to the Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan. The information contained in the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) ([SEC File No. 333-255548](#)), together with all exhibits filed therewith or incorporated therein by reference, is hereby incorporated by reference pursuant to General Instruction E to Form S-8, and the shares of Common Stock registered hereunder are in addition to the shares of Common Stock registered on such registration statements.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on April 27, 2021 (SEC File No. 001-40356)).</a>
4.2	<a href="#">Bylaws of the Registrant (incorporated by reference from Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on April 27, 2021 (SEC File No. 001-40356)).</a>
4.3	<a href="#">Form of Common Stock Certificate of the Registrant (incorporated by reference from Exhibit 4.1 of the Registrant’s Amendment No. 1 to Registration Statement on Form S-1 filed on April 9, 2021 (SEC File No. 333-254998)).</a>
5.1*	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP</a>
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
23.2*	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>
99.1	<a href="#">2021 Equity Incentive Plan (incorporated by reference from Exhibit 10.3 of the Registrant’s Amendment No. 2 to Registration Statement on Form S-1 filed on April 19, 2021 (SEC File No. 333-254998)).</a>
99.2	<a href="#">2021 Employee Stock Purchase Plan (incorporated by reference from Exhibit 10.4 of the Registrant’s Amendment No. 2 to Registration Statement on Form S-1 filed on April 19, 2021 (SEC File No. 333-254998)).</a>
107.1*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## 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 Newark, State of California, on May 6, 2022.

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 hereby constitutes and appoints each of Avanish Vellanki, Nelson Cabatuan and Jamie S. Blose, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Avanish Vellanki</u> Avanish Vellanki	Chairman and Chief Executive Officer ( <i>principal executive officer</i> )	May 6, 2022
<u>/s/ Nelson Cabatuan</u> Nelson Cabatuan	Senior Vice President of Finance and Administration ( <i>principal financial and accounting officer</i> )	May 6, 2022
<u>/s/ Franklin M. Berger</u> Franklin M. Berger	Director	May 6, 2022
<u>/s/ Aaron Davis</u> Aaron Davis	Director	May 6, 2022
<u>/s/ Gorjan Hrutanovic, PhD</u> Gorjan Hrutanovic, PhD	Director	May 6, 2022
<u>/s/ Tran Nguyen</u> Tran Nguyen	Director	May 6, 2022
<u>/s/ Peter Radovich</u> Peter Radovich	Director	May 6, 2022
<u>/s/ Stefani Wolff</u> Stefani Wolff	Director	May 6, 2022

May 6, 2022

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") 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 up to (a) 1,059,032 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable to eligible individuals under the Rain Therapeutics Inc. 2021 Equity Incentive Plan (the "2021 Plan") and (b) 264,758 shares of Common Stock issuable to eligible individuals under the Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan (the "ESPP") and together with the 2021 Plan, the "Plans").

We have examined the Plans and 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. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. 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 Plans that would expand, modify or otherwise affect the terms of the Plans 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 assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plans, when issued and sold in accordance with the terms of the respective Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

Rain Therapeutics Inc.

May 6, 2022

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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 law 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. In giving this consent, 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

**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 and Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan of our report dated March 3, 2022, with respect to the financial statements of Rain Therapeutics Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California  
May 6, 2022

**Calculation of Filing Fee Tables**

FORM S-8  
(Form Type)

**RAIN THERAPEUTICS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(a) (2)	1,059,032 (4)	\$3.72	\$3,939,600	\$92.70 per \$1,000,000	\$365.20
Equity	Common stock, par value \$0.001 per share	Rule 457(a) (3)	264,758 (5)	\$3.72	\$984,900	\$92.70 per \$1,000,000	\$91.30
Total Offering Amounts					\$4,924,500		\$456.50
Total Fee Offsets							—
Net Fee Due							\$456.50

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, par value \$0.001 per share (the “Common Stock”) of Rain Therapeutics Inc. (the “Registrant”) that become issuable under the Rain Therapeutics, Inc. 2021 Equity Incentive Plan (the “2021 Plan”) and the Rain Therapeutics Inc. 2021 Employee Stock Purchase Plan (the “ESPP”).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the Nasdaq Global Select Market, on May 4, 2022.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the Nasdaq Global Select Market, on May 4, 2022. Pursuant to the ESPP, the purchase price of a share of Common Stock is 85% of the fair market value of the Common Stock.
- (4) Represents 1,059,032 shares of Common Stock reserved for issuance under the 2021 Plan.
- (5) Represents 264,758 shares of Common Stock reserved for issuance under the ESPP.