
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

PLIANT THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

47-4272481
(IRS Employer
Identification No.)

260 Littlefield Avenue,
South San Francisco, CA
(Address of Principal Executive Offices)

94080
(Zip Code)

Pliant Therapeutics, Inc. 2020 Stock Option and Incentive Plan
Pliant Therapeutics, Inc. 2020 Employee Stock Purchase Plan
(Full Title of the Plan)

Mike Ouimette
General Counsel and Corporate Secretary
Pliant Therapeutics, Inc.
260 Littlefield Avenue
South San Francisco, CA 94080
(650) 481-6770

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

Copies to:

Sharon R. Flanagan
Carlton Fleming
Sidley Austin LLP
555 California Street, Suite 2000
San Francisco, CA 94104
(415) 772-1200

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Pliant Therapeutics, Inc. (the “Registrant”) for the purpose of registering, (i) 2,996,055 shares of Registrant common stock, par value \$0.0001 per share (the “Common Stock”), issuable under the Pliant Therapeutics, Inc. 2020 Stock Option and Incentive Plan (the “2020 Plan”), as a result of the operation of an automatic annual increase provision therein, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on March 9, 2023 (File No. 333-270428), and (ii) 599,211 shares of Common Stock issuable under the 2020 Employee Stock Purchase Plan (the “2020 ESPP”), as a result of the operation of an automatic annual increase provision therein, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on March 1, 2022 (File No. 333-263127) (collectively, with the Registration Statement referenced in clause (i), the “Prior Form S-8s”).

This Registration Statement on Form S-8 relates to securities of the same class as that to which the Prior Form S-8s relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Form S-8s, to the extent relating to the registration of Common Stock issuable under the 2020 Plan and 2020 ESPP, as applicable, are incorporated herein by reference and made part of this Registration Statement on Form S-8, except as amended hereby.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this registration statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”). A copy of the prospectus or documents containing the information required by Part I of the Registration Statement will be sent or given to plan participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on February 27, 2024;
- (b) The Registrant’s Current Report on Form 8-K, filed with the Commission on February 5, 2024; and
- (c) The description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-39303), filed by the Registrant with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on May 29, 2020, including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.3 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Commission on March 16, 2021.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date 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 deregisters 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 of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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 herein or in any other subsequently filed document that 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 constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 of the Registrant's quarterly report on Form 10-Q filed August 11, 2020 (File No. 001-39303)).</u>
4.2	<u>Second Amended and Restated Bylaws of the Registrant, as currently in effect (Incorporated by reference to Exhibit 3.1 of the Registrant's current report on Form 8-K filed on September 16, 2022 (File No. 001-39303)).</u>
5.1*	<u>Opinion of Sidley Austin LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Sidley Austin (included in Exhibit 5.1)</u>
24.1*	Power of Attorney (included on the signature page of this Registration Statement).
99.1	<u>Pliant Therapeutics, Inc. 2020 Stock Option and Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238146)).</u>
99.2	<u>Pliant Therapeutics, Inc. 2020 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238146)).</u>
107*	<u>Calculation of Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, 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 the 27th day of February, 2024.

PLIANT THERAPEUTICS, INC.

By: /s/ Keith Cummings
Keith Cummings, M.D., MBA
Chief Financial Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitute and appoints Bernard Coulie and Keith Cummings, and each of them, either of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement of Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent 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 any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated below.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bernard Coulie</u> Bernard Coulie, M.D., Ph.D.	President, Chief Executive Officer and Director Principal Executive Officer	February 27, 2024
<u>/s/ Keith Cummings</u> Keith Cummings, M.D., M.B.A.	Chief Financial Officer Principal Financial Officer	February 27, 2024
<u>/s/ Hoyoung Huh</u> Hoyoung Huh, M.D., Ph.D.	Chairman of the Board, Director	February 27, 2024
<u>/s/ Suzanne Bruhn</u> Suzanne Bruhn, Ph.D.	Director	February 27, 2024
<u>/s/ Darren Cline</u> Darren Cline	Director	February 27, 2024
<u>/s/ David Pyott</u> David Pyott	Director	February 27, 2024
<u>/s/ Gayle Crowell</u> Gayle Crowell	Director	February 27, 2024
<u>/s/ John Curnutte</u> John Curnutte, M.D.	Director	February 27, 2024
<u>/s/ Katharine Knobil</u> Katharine Knobil, M.D.	Director	February 27, 2024
<u>/s/ Thomas McCourt</u> Thomas McCourt	Director	February 27, 2024
<u>/s/ Smital Shah</u> Smital Shah	Director	February 27, 2024

Calculation of Filing Fee Table

FORM S-8

(Form Type)

Pliant Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽²⁾
Equity ⁽³⁾	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	2,996,055	\$15.65	\$46,888,261	0.0001476	\$6,920.71
Equity ⁽⁴⁾	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	599,211	\$15.65	\$9,377,652	0.0001476	\$1,384.14
Total Offering Amounts							\$8,304.85
Total Fee Offsets							\$-----
Net Fee Due							\$8,304.85

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of Pliant Therapeutics, Inc.'s (the "Registrant") common stock, par value \$0.0001 per share (the "Common Stock") that became issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant's Common Stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$15.65 per share, the average of the high and low prices of the Registrant's Common Stock on February 21, 2024 as reported on the NASDAQ Global Select Market.
- (3) Represents shares of the Registrant's Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2020 Stock Option and Incentive Plan (the "2020 Plan"), on January 1, 2024 pursuant to an "evergreen" provision contained in the 2020 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2020 Plan automatically increases on January 1 of each year, starting on January 1, 2021 and continuing through the termination of the 2020 Plan by 5% of the total number of shares of the Registrant's Common Stock outstanding on December 31st of the preceding calendar year, or a lesser number of shares determined by the Registrant's board of directors.
- (4) Represents shares of the Registrant's Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2020 Employee Stock Purchase Plan (the "2020 ESPP"), on January 1, 2024 pursuant to an "evergreen" provision contained in the 2020 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2020 ESPP automatically increases on January 1 of each year, starting on January 1, 2021 and continuing through the termination of the 2020 ESPP by the lesser of (i) 1% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year, (ii) 700,000 shares, or (iii) such lesser amount as determined by the administrator of the 2020 ESPP, which is the compensation committee of the Board of Directors of the Company.



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February 27, 2024

Pliant Therapeutics, Inc.
260 Littlefield Avenue
South San Francisco, CA 94080

Re: 3,595,266 shares of Common Stock, \$0.0001 par value per share ("Common Stock")

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Pliant Therapeutics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 2,996,055 shares of Common Stock of the Company which may be issued under the Pliant Therapeutics, Inc. 2020 Stock Option and Incentive Plan (the "2020 Plan") and (ii) 599,211 shares of Common Stock which may be issued under the Pliant Therapeutics, Inc. 2020 Employee Stock Purchase Plan (together with the 2020 Plan, the "Plans," and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares"). This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, the Company's Second Amended and Restated Bylaws, the Plans, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plans, and the resolutions adopted by the stockholders of the Company relating to the Plans. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of 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 Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2024, relating to the financial statements of Pliant Therapeutics, Inc. and the effectiveness of Pliant Therapeutics, Inc.'s internal control over financial reporting appearing in the Annual Report on Form 10-K of Pliant Therapeutics, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP
San Francisco, California
February 27, 2024