

As filed with the Securities and Exchange Commission on March 3, 2022

Registration No. 333-

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

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

**GOSSAMER BIO, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**3013 Science Park Road  
San Diego, CA 92121  
(858) 684-1300**  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive  
offices)

**47-5461709**  
(I.R.S. Employer Identification No.)

**GOSSAMER BIO, INC. 2019 INCENTIVE AWARD PLAN**  
(Full Title of the Plans)

**Faheem Hasnain  
Chairman, President and Chief Executive Officer  
Gossamer Bio, Inc.  
3013 Science Park Road  
San Diego, CA 92121  
(858) 684-1300**

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

*Copies to:*

**Matthew T. Bush, Esq.  
Kevin C. Reyes, Esq.  
Latham & Watkins LLP  
12670 High Bluff Drive  
San Diego, CA 92130  
(858) 523-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or 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 registers the offer and sale of 11,500,000 shares of common stock of Gossamer Bio, Inc. for issuance under the 2019 Plan. In accordance with Instruction E to Form S-8, the contents of the prior registration statement on Form S-8, File No. 333-229586, filed with the Securities and Exchange Commission (“SEC”) on February 8, 2019 previously filed with respect to the 2019 Plan, are hereby incorporated 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, Gossamer Bio, 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) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed by the registrant with the SEC on March 3, 2022, which contains the registrant’s audited financial statements for the latest fiscal year for which such statements have been filed; and
- (b) the description of the registrant’s common stock set forth in the registrant’s registration statement on Form 8-A12B/A (Registration No. 001-38796), filed by the registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on February 4, 2019, including any amendments or reports filed for the purpose of updating such 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 6. Indemnification of Directors and Officers.**

Section 102 of the General Corporation Law of the State of Delaware permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our amended and restated certificate of incorporation provides that no director of the registrant shall be personally liable to it or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the General Corporation Law of the State of Delaware provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to 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 other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our amended and restated bylaws provide that we will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of us) by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Our amended and restated bylaws provide that we will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of us to procure a judgment in our favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to us, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnitee has been successful, on the merits or otherwise, he or she will be indemnified by us against all expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Expenses must be advanced to an Indemnitee under certain circumstances.

We have entered into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

We maintain a general liability insurance policy that covers certain liabilities of directors and officers of our corporation arising out of claims based on acts or omissions in their capacities as directors or officers.

**Item 8. Exhibits.**

Exhibit Number	Description of Document	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	<a href="#">Amended and Restated Certificate of Incorporation</a>	8-K	001-38796	3.1	2/12/2019	
3.2	<a href="#">Amended and Restated Bylaws</a>	10-Q	001-38796	3.2	5/12/2020	
4.1	<a href="#">Form of Common Stock Certificate</a>	S-1/A	333-228984	4.1	1/23/2019	
4.2	<a href="#">Amended and Restated Investors' Rights Agreement, dated July 20, 2018, by and among the registrant and certain of its stockholders</a>	S-1	333-228984	4.2	12/21/2018	
4.3	<a href="#">Description of Securities Registered under Section 12 of the Exchange Act</a>	10-K	001-38796	4.3	2/26/2021	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>					X
10.1	<a href="#">Gossamer Bio, Inc. 2019 Incentive Award Plan and form of stock option grant notice and stock option agreement thereunder</a>	S-1/A	333-228984	10.5	1/23/2019	
10.2	<a href="#">Gossamer Bio, Inc. Restricted Stock Unit Agreement under the 2019 Incentive Award Plan</a>	10-Q	001-38796	10.1	5/12/2020	
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm - Ernst &amp; Young, LLP</a>					X
23.3	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1 hereto)</a>					X
24.1	<a href="#">Power of Attorney (see signature page)</a>					X
107	<a href="#">Filing Fee Table</a>					X

## 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-3 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 March 3, 2022.

GOSSAMER BIO, INC.

By: /s/ Faheem Hasnain

Faheem Hasnain  
President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Faheem Hasnain and Bryan Giraudo, jointly and severally, 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 Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Faheem Hasnain</u> Faheem Hasnain	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 3, 2022
<u>/s/ Bryan Giraudo</u> Bryan Giraudo	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 3, 2022
<u>/s/ Joshua H. Bilenker, M.D.</u> Joshua H. Bilenker, M.D.	Director	March 3, 2022
<u>/s/ Kristina Burow</u> Kristina Burow	Director	March 3, 2022
<u>/s/ Russell Cox</u> Russell Cox	Director	March 3, 2022
<u>/s/ Thomas Daniel, M.D.</u> Thomas Daniel, M.D.	Director	March 3, 2022
<u>/s/ Renée Galá</u> Renée Galá	Director	March 3, 2022
<u>/s/ Sandra Milligan, M.D., J.D.</u> Sandra Milligan, M.D., J.D.	Director	March 3, 2022

## Calculation of Filing Fee Tables

**Form S-8**

(Form Type)

**Gossamer Bio, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2019 Incentive Award Plan	Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and 457(h)	11,500,000(2)	\$9.095(3)	\$104,592,500.00	\$92.70 per million dollars	\$9,695.73
<b>Total Offering Amounts</b>						\$104,592,500.00		\$9,695.73
<b>Total Fee Offsets</b>								\$—
<b>Net Fee Due</b>								\$9,695.73

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Registrant's 2019 Incentive Award Plan (the "2019 Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 2019 Plan.

(2) Represents 11,500,000 shares of common stock available for future issuance (or that may become available for issuance) under the 2019 Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Market on March 1, 2022.

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www.lw.com

## FIRM / AFFILIATE OFFICES

Austin Moscow  
Beijing Munich  
Boston New York  
Brussels Orange County  
Century City Paris  
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Dubai San Diego  
Düsseldorf San Francisco  
Frankfurt Seoul  
Hamburg Shanghai  
Hong Kong Silicon Valley  
Houston Singapore  
London Tel Aviv  
Los Angeles Tokyo  
Madrid Washington, D.C.  
Milan

## LATHAM &amp; WATKINS LLP

March 3, 2022

Gossamer Bio, Inc.  
3013 Science Park Road, Suite 200  
San Diego, CA 92121

Re: Registration Statement on Form S-8; 11,500,000 Shares of Common Stock, par value \$0.0001 per share

To the addressees set forth above:

We have acted as special counsel to Gossamer Bio, Inc., a Delaware corporation (the “**Company**”), in connection with the proposed issuance of an aggregate of 11,500,000 shares of common stock, \$0.0001 par value per share (the “**Shares**”), of the Company, pursuant to the Company’s 2019 Incentive Award Plan (the “**2019 Plan**”). 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 March 3, 2022 (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.

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 2019 Plan 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

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Gossamer Bio, Inc. 2019 Incentive Award Plan of our report dated March 3, 2022, with respect to the consolidated financial statements of Gossamer Bio, 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  
March 3, 2022