

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

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

KYMERA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-2992166
(I.R.S. Employer
Identification No.)

**200 Arsenal Yards Blvd., Suite 230
Watertown, MA**
(Address of Principal Executive Offices)

02472
(Zip Code)

**Kymera Therapeutics, Inc. 2020 Stock Option and Incentive Plan
Kymera Therapeutics, Inc. Amended and Restated 2020 Employee Stock Purchase Plan**
(Full title of the plan)

Nello Mainolfi, Ph.D.
Founder, President and Chief Executive Officer
Kymera Therapeutics, Inc.
200 Arsenal Yards Blvd., Suite 230
Watertown, MA 02472
(Name and address of agent for service)

617-300-8460
(Telephone number, including area code, of agent for service)

Copies to:

William D. Collins, Esq.
Catherine Magazu, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

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

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 2,223,412 additional shares of common stock, \$0.0001 par value per share (the “Common Stock”), of Kymera Therapeutics, Inc. (the “Company”) under the Kymera Therapeutics, Inc. 2020 Stock Option and Incentive Plan (the “Plan”) and 438,898 additional shares of Common Stock under the Kymera Therapeutics, Inc. Amended and Restated 2020 Employee Stock Purchase Plan (the “ESPP”). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2021, by an amount equal to the lesser of: (i) four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or (ii) such number of shares of Common Stock as determined by the Company’s board of directors or the compensation committee of the Company’s board of directors. Accordingly, on January 1, 2024, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 2,223,412. The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an automatic annual increase on each January 1, beginning in 2021, by an amount equal to the least of: (i) one percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31, (ii) 438,898 shares of Common Stock or (iii) such number of shares of Common Stock as determined by the Administrator (as defined in the ESPP). Accordingly, on January 1, 2024, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 438,898. The additional shares are of the same class as other securities relating to the Plan and the ESPP for which the Registrant’s registration statements filed on Form S-8 filed with the Securities and Exchange Commission on [August 21, 2020](#) (File No. 333-248249), [March 11, 2021](#) (File No. 333-254122), [February 24, 2022](#) (File No. 333-262947) and [February 23, 2023](#) (File No. 333-269928) are effective. The information contained in the Registrant’s registration statements on Form S-8 (Registration Nos. 333-248249, 333-254122, 333-262947 and 333-269928) are hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Fourth Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39460) filed with the Securities and Exchange Commission on August 25, 2020.</u>
4.2	<u>Second Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39460) filed with the Securities and Exchange Commission on August 25, 2020.</u>
4.3	<u>Specimen Common Stock Certificate of the Registrant (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-240264) filed with the Securities and Exchange Commission on August 17, 2020).</u>
4.4	<u>Second Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders dated March 11, 2020 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-240264) filed with the Securities and Exchange Commission on July 31, 2020).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>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/A (File No. 333-240264) filed with the Securities and Exchange Commission on August 17, 2020).</u>
99.2	<u>Amended and Restated 2020 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-39460) filed with the Securities and Exchange Commission on November 5, 2020).</u>
107*	<u>Filing Fee Table.</u>

* 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 Watertown, Commonwealth of Massachusetts, on February 22, 2024.

KYMERA THERAPEUTICS, INC.

By: /s/ Nello Mainolfi

Name: Nello Mainolfi, Ph.D.

Title: Founder, President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Nello Mainolfi, Ph.D. and Bruce Jacobs, CFA, MBA as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for such person in such person's name, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of Kymera Therapeutics, Inc., and any or all amendments (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, 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 or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or substitutes of any of them, 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 on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Nello Mainolfi</u> Nello Mainolfi, Ph.D.	Director, Founder, President and Chief Executive Officer (Principal Executive Officer)	February 22, 2024
<u>/s/ Bruce Jacobs</u> Bruce Jacobs, CFA, MBA	Chief Financial Officer (Principal Financial Officer) (Principal Accounting Officer)	February 22, 2024
<u>/s/ Jeffrey Albers</u> Jeffrey Albers, J.D., MBA	Director	February 22, 2024
<u>/s/ Bruce Booth</u> Bruce Booth, D.Phil.	Director	February 22, 2024
<u>/s/ Pamela Esposito</u> Pamela Esposito, Ph.D.	Director	February 22, 2024
<u>/s/ Joanna Horobin</u> Joanna Horobin, M.B., Ch.B.	Director	February 22, 2024
<u>/s/ Gorjan Hrutanovic</u> Gorjan Hrutanovic, Ph.D.	Director	February 22, 2024
<u>/s/ John Maraganore</u> John Maraganore, Ph.D.	Director	February 22, 2024
<u>/s/ Leigh Morgan</u> Leigh Morgan	Director	February 22, 2024
<u>/s/ Elena Ridloff</u> Elena Ridloff, CFA	Director	February 22, 2024
<u>/s/ Victor Sandor</u> Victor Sandor, M.D.	Director	February 22, 2024



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

February 22, 2024

Kymera Therapeutics, Inc.
200 Arsenal Yards Blvd., Suite 230
Watertown, MA 02472

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of (i) 2,223,412 shares (the "Plan Shares") of common stock, \$0.0001 par value per share (the "Common Stock"), of Kymera Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Kymera Therapeutics, Inc. 2020 Stock Option and Incentive Plan (the "Incentive Plan") and (ii) 438,898 shares (the "ESPP Shares" and together with the Plan Shares, the "Shares") of the Common Stock that may be issued pursuant to the Amended and Restated Kymera Therapeutics, Inc. 2020 Employee Stock Purchase Plan (the "ESPP" and, together with the Incentive Plan, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP
GOODWIN PROCTER 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 Kymera Therapeutics, Inc. 2020 Stock Option and Incentive Plan and Kymera Therapeutics, Inc. Amended and Restated 2020 Employee Stock Purchase Plan of our reports dated February 22, 2024, with respect to the consolidated financial statements of Kymera Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Kymera Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 22, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Kymera Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Kymera Therapeutics, Inc. 2020 Stock Option and Incentive Plan Common Stock, \$0.0001 par value per share	457(c) and 457(h)	2,223,412 (2)	\$37.84 (3)	\$84,133,910.08	\$0.00014760	\$12,418.16
Equity	Kymera Therapeutics, Inc. Amended and Restated 2020 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	457(c) and 457(h)	438,898 (4)	\$32.16 (5)	\$14,114,959.68	\$0.00014760	\$2,083.37
Total Offering Amounts					\$98,248,869.76		\$14,501.53
Total Fee Offsets							—
Net Fee Due							\$14,501.53

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 shall also cover any additional shares of common stock, \$0.0001 par value per share (“Common Stock”), of Kymera Therapeutics, Inc. (the “Registrant”) which become issuable under the Kymera Therapeutics, Inc. 2020 Stock Option and Incentive Plan (the “Plan”) and the Kymera Therapeutics, Inc. Amended and Restated 2020 Employee Stock Purchase Plan (the “ESPP”), by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents an automatic increase of 2,223,412 shares of Common Stock to the number of shares available for issuance under the Plan, effective January 1, 2024. Shares available for issuance under the Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on August 21, 2020 (File No. 333-248249), March 11, 2021 (File No. 333-254122), February 24, 2022 (File No. 333-262947) and February 23, 2023 (File No. 333-269928).
- (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 Registrant’s Common Stock, as quoted on the Nasdaq Global Market, on February 16, 2024.
- (4) Represents an automatic increase of 438,898 shares of Common Stock to the number of shares available for issuance under the ESPP, effective January 1, 2024. Shares available for issuance under the ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on August 21, 2020 (File No. 333-248249), March 11, 2021 (File No. 333-254122), February 24, 2022 (File No. 333-262947) and February 23, 2023 (File No. 333-269928).
- (5) The price of \$32.16 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Market on February 16, 2024, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and has been used as these shares are without a fixed price. Pursuant to the ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.