

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

**FORM S-1
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)

2836
(Primary Standard Industrial
Classification Code Number)

81-2992166
(I.R.S. Employer
Identification Number)

**200 Arsenal Yards Blvd., Suite 230
Watertown, Massachusetts 02472
(857) 285-5300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Nello Mainolfi, Ph.D.
Founder, President and Chief Executive Officer
Kymera Therapeutics, Inc.
200 Arsenal Yards Blvd., Suite 230
Watertown, Massachusetts 02472
(857) 285-5300

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

William D. Collins, Esq.
Nicole Daley, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000

Copies to:
Bruce Jacobs, CFA, MBA
Kymera Therapeutics, Inc.
200 Arsenal Yards Blvd., Suite 230
Watertown, Massachusetts 02472
(857) 285-5300

Lisa Firenze, Esq.
Molly Fox, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-257476

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common stock, par value \$0.0001 per share	868,250	\$47.00	\$40,807,750.00	\$4,452.13

- (1) Represents only the additional number of shares being registered and includes 113,250 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-257476).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$204,148,000 on a Registration Statement on Form S-1 (File No. 333-257476), which was declared effective by the Securities and Exchange Commission on June 30, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$47.00 is hereby registered, which includes 113,250 shares issuable upon the exercise of the underwriters' option to purchase additional shares.
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The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Kymera Therapeutics, Inc. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#) (File No. 333-257476) (the “Prior Registration Statement”), which the Registrant filed with the Commission on June 28, 2021, and which the Commission declared effective on June 30, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered by the Registrant in the public offering by 868,250 shares, which includes additional shares that the underwriters have the option to purchase. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-257476), originally filed with the Securities and Exchange Commission on June 28, 2021 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on the 30th day of June, 2021.

KYMERA THERAPEUTICS, INC.

By /s/ Nello Mainolfi

Nello Mainolfi, Ph.D

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nello Mainolfi</u> Nello Mainolfi, Ph.D.	<i>President and Chief Executive Officer (Principal Executive Officer)</i>	June 30, 2021
<u>/s/ Bruce Jacobs</u> Bruce Jacobs, CFA, MBA	<i>Chief Financial Officer (Principal Financial and Accounting Officer)</i>	June 30, 2021
<u>*</u> Bruce Booth, DPhil	<i>Chair of the Board of Directors</i>	June 30, 2021
<u>*</u> Jeffrey Albers, J.D., MBA	<i>Director</i>	June 30, 2021
<u>*</u> Pamela Esposito, PhD	<i>Director</i>	June 30, 2021
<u>*</u> Steven Hall, PhD	<i>Director</i>	June 30, 2021
<u>*</u> Elena Ridloff, CFA	<i>Director</i>	June 30, 2021
<u>*</u> Joanna Horobin, MB, ChB	<i>Director</i>	June 30, 2021
<u>*</u> Gorjan Hrustanovic, Ph.D.	<i>Director</i>	June 30, 2021
<u>*</u> Donald W. Nicholson, Ph.D.	<i>Director</i>	June 30, 2021

*By: /s/ Bruce Jacobs

Bruce Jacobs

Attorney-in-fact



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

June 30, 2021

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

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-1 (as amended or supplemented, the "Registration Statement") pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offering by Kymera Therapeutics, Inc., a Delaware corporation (the "Company") of 868,250 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share, including 113,250 Shares purchasable by the underwriters upon their exercise of an option to purchase additional shares granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

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

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

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 Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in 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 on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 11, 2021, with respect to the consolidated financial statements of Kymera Therapeutics, Inc. included in the Registration Statement (Form S-1 No. 333-257476) and related Prospectus of Kymera Therapeutics, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Boston, Massachusetts
June 30, 2021