

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

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

Olema Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

780 Brannan Street
San Francisco, California
(Address of Principal Executive Offices)

30-0409740
(I.R.S. Employer
Identification No.)

94103
(Zip Code)

2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan
(Full titles of the plans)

Sean Bohen, M.D., Ph.D.
Chief Executive Officer and President
780 Brannan Street
San Francisco, California 94103
(415) 651-3316

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

Copies to:
Jodie Bourdet
Julia R. Boesch
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000

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. ☐

EXPLANATORY NOTE

Olema Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register an aggregate of 2,033,759 shares of the common stock, par value \$0.0001 per share, of the Registrant (“Common Stock”) reserved for issuance under the Olema Pharmaceuticals, Inc. 2020 Equity Incentive Plan (the “Plan”); 721,096 shares of Common Stock that may be issued upon the exercise of outstanding options granted under the Plan; and 550,971 shares of Common Stock reserved for issuance under the Olema Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan (the “ESPP”).

These additional shares of Common Stock are securities of the same class as other securities previously registered for issuance under the Plan and the ESPP pursuant to (i) a Registration Statement on Form S-8 (File No. 333-250209) filed with the Securities and Exchange Commission (the “Commission”) on [November 19, 2020](#), (ii) a Registration Statement on Form S-8 (File No. 333-254403) filed with the Commission on [March 17, 2021](#), (iii) Registration Statement on Form S-8 (File No. 333-263114) filed with the Commission on [March 1, 2022](#), and (iv) Registration Statement on Form S-8 (File No. 333-270413) filed with the Commission on [March 9, 2023](#) (collectively, the “Prior Registration Statements”). Accordingly, the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. These additional shares of Common Stock have become reserved for issuance pursuant to the provisions of the Plan and ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the Plan on January 1, 2024.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023 (the “Annual Report”), filed with the Commission on March 11, 2024.
- (b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 5, 2024](#) and [January 8, 2024](#).
- (c) The description of the Registrant’s Common Stock that is contained in a registration statement on Form 8-A filed on [November 17, 2020](#) (File No. 001-39712) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report 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 17, 2021.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 subsequently filed document that also is 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.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Form 8-K (File No. 001-39712), filed with the Commission on November 23, 2020).</u>
4.2	<u>Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 to the Registrant's Form 8-K (File No. 001-39712), filed with the Commission on December 16, 2022).</u>
4.3	<u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-249748), filed with the Commission on November 16, 2020).</u>
5.1*	<u>Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (reference is made to the signature page hereto).</u>
99.1	<u>Olema Pharmaceuticals, Inc. 2020 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-249748), filed with the Commission on November 16, 2020).</u>
99.2	<u>Forms of Stock Option Grant Notice and Stock Option Agreement under the Olema Pharmaceuticals, Inc. 2020 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-249748), filed with the Commission on October 30, 2020).</u>
99.3	<u>Forms of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the Olema Pharmaceuticals, Inc. 2020 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-249748), filed with the Commission on October 30, 2020).</u>
99.4	<u>Olema Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-249748), filed with the Commission on November 16, 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 San Francisco, State of California on March 11, 2024.

Olema Pharmaceuticals, Inc.

By: /s/ Sean Bohen

Sean Bohen, M.D., Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sean Bohen, M.D., Ph.D. and Shane Kovacs, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or 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, 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 and necessary to be done in connection therewith, 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 their or his or her substitutes or substitute, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sean Bohen</u> Sean Bohen, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2024
<u>/s/ Shane Kovacs</u> Shane Kovacs	Chief Operating and Financial Officer (Principal Financial and Accounting Officer)	March 11, 2024
<u>/s/ Ian Clark</u> Ian Clark	Chairperson of the Board	March 11, 2024
<u>/s/ Cynthia Butitta</u> Cynthia Butitta	Director	March 11, 2024
<u>/s/ Scott Garland</u> Scott Garland	Director	March 11, 2024
<u>/s/ Cyrus L. Harmon</u> Cyrus L. Harmon, Ph.D.	Director	March 11, 2024
<u>/s/ Sandra Horning, M.D.</u> Sandra Horning, M.D.	Director	March 11, 2024
<u>/s/ Gorjan Hrustanovic</u> Gorjan Hrustanovic, Ph.D.	Director	March 11, 2024
<u>/s/ Yi Larson</u> Yi Larson	Director	March 11, 2024
<u>/s/ Andrew Rappaport</u> Andrew Rappaport	Director	March 11, 2024
<u>/s/ Graham Walmsley</u> Graham Walmsley, M.D., Ph.D.	Director	March 11, 2024

Jodie Bourdet
+1 415 693 2054
jbouret@cooley.com

Exhibit 5.1

March 11, 2024

Olema Pharmaceuticals, Inc.
780 Brannan Street
San Francisco, California 94103

Ladies and Gentlemen:

We have acted as counsel to Olema Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”), covering the offering of up to 3,305,826 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”), consisting of (i) 2,754,855 shares of Common Stock issuable pursuant to Company’s 2020 Equity Incentive Plan (the “**2020 Plan**”) and (ii) 550,971 shares of Common Stock issuable pursuant to the Company’s 2020 Employee Stock Purchase Plan (together with the 2020 Plan, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (i) the Registration Statement and the related prospectuses, (ii) the Company’s certificate of incorporation and bylaws, each as currently in effect, (iii) the Plans, and (iv) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

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Sincerely,

Cooley LLP

By: /s/Jodie Bourdet
Jodie Bourdet

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Equity Incentive Plan and the 2020 Employee Stock Purchase Plan of Olema Pharmaceuticals, Inc. of our report dated March 11, 2024, with respect to the consolidated financial statements of Olema Pharmaceuticals, 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

Iselin, New Jersey
March 11, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)Olema Pharmaceuticals, 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	Common Stock, \$0.0001 par value per share	Other ⁽²⁾	2,033,759 ⁽³⁾	\$13.64 ⁽²⁾	\$27,740,472.76	0.0001476	\$4,094.50
Equity	Common Stock, \$0.0001 par value per share	Other ⁽⁴⁾	721,096 ⁽⁵⁾	\$15.25 ⁽⁴⁾	\$10,996,714.00	0.0001476	\$1,623.12
Equity	Common Stock, \$0.0001 par value per share	Other ⁽⁶⁾	550,971 ⁽⁷⁾	\$11.60 ⁽⁶⁾	\$6,391,263.60	0.0001476	\$943.36
Total Offering Amounts				–	\$45,128,450.36	–	\$6,660.98
Total Fees Previously Paid				–	–	–	–
Total Fee Offsets				–	–	–	–
Net Fee Due				–	–	–	\$6,660.98

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock of Olema Pharmaceuticals, Inc. (the “Registrant”) that become issuable under the Registrant’s 2020 Equity Incentive Plan (the “Plan”) and the Registrant’s 2020 Employee Stock Purchase Plan (the “2021 ESPP”) 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 the Registrant’s common stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for purposes of calculating the registration fee on the basis of \$13.64 per share, which is the average of the high and low prices of a share of the Registrant’s common stock as reported on the Nasdaq Global Select Market on March 8, 2024.
- (3) Represents 2,033,759 additional shares of common stock that were automatically added to the shares available for issuance under the Plan on January 1, 2024, pursuant to an “evergreen” provision contained in the Plan (the “Evergreen Increase”). The remainder of the shares provided by the Evergreen Increase are subject to options granted prior to the filing of Registration Statement, as described in Note 5 below. Pursuant to the “evergreen” provision, the number of shares reserved for issuance under the Plan will increase automatically on January 1 of each year, for a period of not more than ten years, commencing on January 1, 2021 and ending on (and including) January 1, 2030, in an amount equal to the lesser of (a) 5% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding calendar year and (b) a number of shares of common stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year.
- (4) Estimated in accordance with Rule 457(h) solely for purposes of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated using the exercise price for such shares.
- (5) Represents shares of common stock that may be issued upon the exercise of outstanding options granted under the Plan.

- (6) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$13.64 per share, which is the average of the high and low prices of a share of the Registrant's common stock on March 8, 2024 multiplied by 85% (the percentage of the price per share applicable to purchases under the ESPP). Pursuant to the ESPP, the purchase price of the shares of common stock will be 85% of the lower of the fair market value of the common stock on the first trading day of the offering period or on the last day of the offering period.
- (7) Represents additional shares of common stock that were automatically added to the shares authorized for issuance under the ESPP on January 1, 2024, pursuant to an "evergreen" provision contained in the ESPP. The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1 of each year, commencing on January 1, 2021 and ending on (and including) January 1, 2030, in an amount equal to the lesser of (a) 1% of the total number of shares of the Registrant's capital stock outstanding on December 31 of the preceding calendar year, (b) 860,832 shares of common stock and (c) a number of shares of common stock designated by action of the Registrant's board of directors prior to the first day of any calendar year.