

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

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

IGM BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0349194
(I.R.S. Employer
Identification No.)

**325 E. Middlefield Road
Mountain View, California 94043
(650) 965-7873**
(Address of principal executive offices, including zip code)

**Amended and Restated 2018 Omnibus Incentive Plan
Amended and Restated 2019 Employee Stock Purchase Plan**
(Full title of the plan)

Fred Schwarzer
Chief Executive Officer and President
IGM Biosciences, Inc.
325 E. Middlefield Road
Mountain View, California 94043
(650) 965-7873
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Tony Jeffries
Jennifer Knapp
Christina Poulsen
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

Misbah Tahir
Chief Financial Officer
IGM Biosciences, Inc.
325 E. Middlefield Road
Mountain View, California 94043
(650) 965-7873

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	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>			

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Common Stock, \$0.01 par value per share, reserved for issuance pursuant to the Amended and Restated 2018 Omnibus Incentive Plan	257,248 ⁽²⁾	\$52.82 ⁽⁴⁾	\$13,587,839.36	\$1,763.71
Common Stock, \$0.01 par value per share, reserved for issuance pursuant to the Amended and Restated 2019 Employee Stock Purchase Plan	64,312 ⁽³⁾	\$44.90 ⁽⁵⁾	\$2,887,608.80	\$374.82
TOTAL:	321,560		\$16,475,448.16	\$2,138.53

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement covers any additional shares of the registrant's common stock that become issuable under the Amended and Restated 2018 Omnibus Incentive Plan (the "2018 Plan") and the Amended and Restated 2019 Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the registrant's outstanding shares of common stock.
- (2) Consists of 257,248 shares of the registrant's common stock reserved for issuance under the 2018 Plan, representing the number of additional shares that would have been added to the available share reserve under the 2018 Plan in connection with the automatic annual increase on January 1, 2020 if the registrant's non-voting common stock had been included when such increase was calculated, and which increase is provided for in the 2018 Plan.
- (3) Consists of 64,312 shares of the registrant's common stock reserved for issuance under the ESPP, representing the number of additional shares that would have been added to the available share reserve under the ESPP in connection with the automatic annual increase on January 1, 2020 if the registrant's non-voting common stock had been included when such increase was calculated, and which increase is provided for in the ESPP.
- (4) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$52.82 per share, which represents the average of the high and low sale prices of the registrant's common stock as reported on the Nasdaq Global Select Market on August 14, 2020.
- (5) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$52.82 per share, which represents the average of the high and low sale prices of the registrant's common stock as reported on the Nasdaq Global Select Market on August 14, 2020.

EXPLANATORY NOTE

On July 30, 2020, the Registrant's stockholders approved the amendment and restatement of the Amended and Restated 2018 Omnibus Incentive Plan (as amended and restated, the "2018 Plan") and the 2019 Employee Stock Purchase Plan (as amended and restated, the "ESPP" and together with the 2018 Plan, the "Plans"), which had previously been adopted by the Registrant's board of directors, to clarify that the number of outstanding shares of common stock used to calculate the automatic share reserve increase under the Plans includes both voting and non-voting shares of the Registrant's common stock. Prospectively, the annual share reserve increase for the Plans will continue to be effective as of the first day of the Registrant's fiscal year and the change to the mechanism of calculation will be effective with the share increase under the Plans for the 2021 fiscal year. The Plans also increase the available share reserve under the Plans by the number of additional shares that would have been added if non-voting common stock had been included when such share reserve increase was calculated for the fiscal 2020 increase on January 1, 2020. When including non-voting shares in the number of outstanding shares of common stock for purposes of calculating the 2020 fiscal year automatic share reserve increase, the number of shares reserved for issuance under the 2018 Plan is increased by 257,248 and the number of shares reserved for issuance under the ESPP is increased by 64,312, resulting in a total of 321,560 shares being registered on this Registration Statement.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (1) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019, filed with the Commission on March 26, 2020; and
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant's common stock contained in the Registrant's Registration Statement on [Form 8-A](#) (File No 001-39045) filed with the Commission on September 12, 2019, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been 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 contained herein or in any subsequently filed document which 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers, provided that the person acted in good faith and in a manner the person reasonably believed to be in our best interests, and, with respect to any criminal action, had no reasonable cause to believe the person's actions were unlawful. The Delaware General Corporation Law further provides that the indemnification permitted thereunder shall not be deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The certificate of incorporation of the registrant to be in effect upon the completion of this offering provides for the indemnification of the registrant's directors and officers to the fullest extent permitted under the Delaware General Corporation Law. In addition, the bylaws of the registrant to be in effect upon the completion of this offering require the registrant to fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the registrant, or is or was a director or officer of the registrant serving at the registrant's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for payments of unlawful dividends or unlawful stock repurchases or redemptions or (4) for any transaction from which the director derived an improper personal benefit. The registrant's certificate of incorporation to be in effect upon the completion of this offering provides that the registrant's directors shall not be personally liable to it or its stockholders for monetary damages for breach of fiduciary duty as a director and that if the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the registrant's directors shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Section 174 of the Delaware General Corporation Law provides, among other things, that a director who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption may be held liable for such actions. A director who was either absent when the unlawful actions were approved, or dissented at the time, may avoid liability by causing his or her dissent to such actions to be entered in the books containing minutes of the meetings of the board of directors at the time such action occurred or immediately after such absent director receives notice of the unlawful acts.

As permitted by the Delaware General Corporation Law, the registrant has entered into separate indemnification agreements with each of the registrant's directors and certain of the registrant's officers which require the registrant, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors, officers or certain other employees.

The registrant expects to obtain and maintain insurance policies under which its directors and officers are insured, within the limits and subject to the limitations of those policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been directors or officers. The coverage provided by these policies may apply whether or not the registrant would have the power to indemnify such person against such liability under the provisions of the Delaware General Corporation Law.

These indemnification provisions and the indemnification agreements entered into between the registrant and the registrant's officers and directors may be sufficiently broad to permit indemnification of the registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933, as amended.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
4.1	Specimen common stock certificate of the Registrant.	S-1/A	333-233365	4.1	9/3/2019
4.2	Amended and Restated 2018 Omnibus Incentive Plan.	8-K	001-39045	10.2	8/3/2020
4.3	Amended and Restated 2019 Employee Stock Purchase Plan.	8-K	001-39045	10.1	8/3/2020
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).				
24.1*	Power of Attorney (contained on signature page hereto).				

* Filed herewith.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) For the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referenced in Item 6 of this Registration Statement, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Mountain View, State of California, on the 18th day of August, 2020.

IGM BIOSCIENCES, INC.

By: /s/ Fred Schwarzer

Fred Schwarzer

Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Fred Schwarzer and Misbah Tahir, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (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 attorney-in-fact, proxy and agent 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ Fred Schwarzer</u> Fred Schwarzer	Chief Executive Officer, President and Director (Principal Executive Officer)	August 18, 2020
<u>/s/ Misbah Tahir</u> Misbah Tahir	Chief Financial Officer (Principal Financial and Accounting Officer)	August 18, 2020
<u>/s/ Michael Loberg, Ph.D.</u> Michael Loberg, Ph.D.	Chair of the Board of Directors	August 18, 2020
<u>/s/ M. Kathleen Behrens, Ph.D.</u> M. Kathleen Behrens, Ph.D.	Director	August 18, 2020
<u>/s/ Julie Hambleton, M.D.</u> Julie Hambleton, M.D.	Director	August 18, 2020
<u>Michael Lee</u>	Director	
<u>/s/ Kelvin Neu, M.D.</u> Kelvin Neu, M.D.	Director	August 18, 2020
<u>/s/ William Strohl, Ph.D.</u> William Strohl, Ph.D.	Director	August 18, 2020
<u>/s/ Christina Teng Topsøe</u> Christina Teng Topsøe	Director	August 18, 2020
<u>/s/ Jakob Haldor Topsøe</u> Jakob Haldor Topsøe	Director	August 18, 2020

August 18, 2020

IGM Biosciences, Inc.
325 E. Middlefield Road
Mountain View, California 94043
(650) 965-7873

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by IGM Biosciences, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of (i) 257,248 shares of common stock reserved for issuance pursuant to the Amended and Restated 2018 Omnibus Incentive Plan and (ii) 64,312 shares of common stock reserved for issuance pursuant to the Amended and Restated 2019 Employee Stock Purchase Plan (which plans are referred to herein as the "Plans" and which shares of common stock are referred to herein as the "Shares").

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 26, 2020 relating to the financial statements of IGM Biosciences, Inc. appearing in the Annual Report on Form 10-K of IGM Biosciences, Inc. for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

San Francisco, California
August 18, 2020