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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Turning Point Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

46-3826166
(I.R.S. Employer
Identification Number)

**10628 Science Center Drive, Ste. 225
San Diego, California 92121
(858) 926-5251**

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

**Athena Countouriotis, M.D.
President and Chief Executive Officer
Turning Point Therapeutics, Inc. 10628
Science Center Drive, Ste. 225
San Diego, California 92121
(858) 926-5251**

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

Copies to:

**Charles J. Bair, Esq.
Karen E. Anderson, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000**

**Bruce K. Dallas, Esq.
Sarah K. Solum, Esq.
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-230428)

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

Accelerated filer

Non-accelerated filer

Smaller reporting 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.

CALCULATION OF REGISTRATION FEE

| Title of securities being registered | Amount to be registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(1)(2) | Amount of Registration Fee(3) |
|--|----------------------------|--|---|-------------------------------|
| Common shares, \$0.0001 par value per common share | 490,441 | \$18.00 | \$8,827,938 | \$1,069.95 |

- (1) The Registrant previously registered securities on a Registration Statement on Form S-1 (File No. 333-230428), which was declared effective on April 16, 2019. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional 490,441 shares of common stock having a proposed maximum aggregate offering price of \$8,827,938 are hereby registered, which includes an additional 63,971 shares that the underwriters have the option to purchase.
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended. The registration fee is based on the public offering price.
- (3) A registration fee of \$22,137 was previously paid in connection with the filing of the Registration Statement on Form S-1 (File No. 333-230428).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Turning Point Therapeutics, Inc. (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. 333-230428)(the "Prior Registration Statement"), which the Commission declared effective on April 16, 2019. This Registration Statement is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 490,441 shares of Common Stock, which includes 63,971 shares of Common Stock that may be sold pursuant to the underwriters' option to purchase additional shares. The additional shares of Common Stock that are being registered for 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 required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|------------------------|--|
| 5.1 | <u>Opinion of Cooley LLP.</u> |
| 23.1 | <u>Consent of Independent Registered Public Accounting Firm.</u> |
| 23.2 | <u>Consent of Cooley LLP. Reference is made to Exhibit 5.1.</u> |
| 24.1 | <u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-230428), filed with the Commission on March 21, 2019 and incorporated by reference herein).</u> |



Charles J. Bair
+1 858 550 6142
cbair@cooley.com

April 16, 2019

Turning Point Therapeutics, Inc.
10628 Science Center Drive, Ste. 225
San Diego, CA 92121

Ladies and Gentlemen:

We have represented Turning Point Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement (No. 333-230428) on Form S-1 (the “**Initial Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”), including a related prospectus filed with the Registration Statement (the “**Prospectus**”), and a Registration Statement on Form S-1 related thereto that is to be filed with the Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (together with the Initial Registration Statement, the “**Registration Statement**”), covering an underwritten public offering of up to 490,441 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001, which includes up to 63,971 shares that may be sold pursuant to the exercise of an option to purchase additional shares.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company’s Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, (c) the Company’s Amended and Restated Certificate of Incorporation, filed as Exhibit 3.2 to the Initial Registration Statement, and the Company’s Amended and Restated Bylaws, filed as Exhibit 3.4 to the Initial Registration Statement, each of which is to be in effect immediately following the closing of the offering contemplated by the Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents, other than by the Company, submitted to us as copies and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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 against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

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Turning Point Therapeutics, Inc.
April 16, 2019
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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Charles J. Bair
Charles J. Bair

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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 21, 2019 (except for the last paragraph of Note 12, as to which the date is April 8, 2019), with respect to the financial statements of Turning Point Therapeutics, Inc. included in Amendment No. 3 to the Registration Statement (Form S-1 No. 333-230428) and related Prospectus of Turning Point Therapeutics, Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

San Diego, California

April 16, 2019