

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

**89bio, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**36-4946844**  
(I.R.S. Employer  
Identification No.)

142 Sansome Street  
San Francisco, CA 94104  
(Address of Principal Executive Offices, Zip Code)

**Amended and Restated 89bio, Inc. 2019 Equity Incentive Plan  
89bio, Inc. 2019 Employee Stock Purchase Plan**  
(Full title of the plans)

**Rohan Palekar**  
Chief Executive Officer  
89bio, Inc.  
142 Sansome Street  
San Francisco, CA 94104  
(Name and address of agent for service)

(415) 500-4614  
(Telephone number, including area code, of agent for service)

Copies to:  
**Ryan A. Murr**  
**Branden C. Berns**  
**Gibson, Dunn & Crutcher, LLP**  
555 Mission Street  
San Francisco, CA 94105  
(415) 393-8373

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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				

Amended and Restated 89bio, Inc. 2019 Equity Incentive Plan (the "2019 Plan")	797,266	\$24.21(3)	\$19,301,809.86(3)	\$2,105.83
89bio, Inc. 2019 Employee Stock Purchase Plan	199,317	\$20.58(4)	\$4,101,943.86(4)	\$447.52
Total	996,583			\$2,553.35

- (1) In addition to the number of shares of the common stock, par value \$0.001 per share (the "Common Stock") of 89bio, Inc. (the "Company" or "Registrant") stated above, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of options and other rights to acquire Common Stock, that may be granted pursuant to one of the compensatory stock plans listed above.
- (2) Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers any additional securities that may from time to time be offered or issued in respect of the securities registered by this registration statement to prevent dilution as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on The Nasdaq Global Market on March 18, 2021.
- (4) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457 under the Securities Act, based upon a 15% discount from the average of the high and low prices of the Registrant's Common Stock on The Nasdaq Global Market on March 18, 2021, such discount representing the maximum permissible discount offered pursuant to such plan.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by 89bio, Inc. (the “Registrant”), relating to additional shares of its common stock, par value \$0.001 per share (the “Common Stock”), available for issuance pursuant to the Amended and Restated 89bio, Inc. 2019 Equity Incentive Plan (the “2019 Plan”) and the 89bio, Inc. 2019 Employee Stock Purchase Plan (the “ESPP” and, together with the 2019 Plan, the “Plans”). The information contained in the Registrant’s registration statements on Form S-8 filed on December 18, 2019 (SEC File No. 333-235577) and March 18, 2020 (SEC File No. 333-237263), together with all exhibits filed therewith or incorporated therein by reference, is hereby incorporated by reference pursuant to General Instruction E to Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on November 15, 2019).</u></a>
4.2	<a href="#"><u>Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed on November 15, 2019).</u></a>
5.1*	<a href="#"><u>Opinion of Gibson, Dunn &amp; Crutcher LLP.</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.3*	<a href="#"><u>Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page hereto).</u></a>
99.1	<a href="#"><u>Amended and Restated 89bio, Inc. 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company’s Registration Statement on Form S-1/A filed on October 28, 2019).</u></a>
99.2	<a href="#"><u>89bio, Inc. 2019 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Company’s Registration Statement on Form S-1/A filed on October 28, 2019).</u></a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 25, 2021.

**89bio, Inc.**

By: /s/ Rohan Palekar  
Name: Rohan Palekar  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rohan Palekar and Ryan Martins, and each of them, his or her true and lawful attorneys-in-fact and agents, each 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 any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rohan Palekar</u> Rohan Palekar	Chief Executive Officer <i>(Principal Executive Officer)</i>	March 25, 2021
<u>/s/ Ryan Martins</u> Ryan Martins	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 25, 2021

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<u>/s/ Steven M. Altschuler</u> Steven M. Altschuler, M.D.	Director	March 25, 2021
<u>/s/ Derek DiRocco</u> Derek DiRocco, Ph.D.	Director	March 25, 2021
<u>/s/ Gregory Grunberg</u> Gregory Grunberg, M.D.	Director	March 25, 2021
<u>/s/ Michael Hayden</u> Michael Hayden, M.B., Ch.B, Ph.D.	Director	March 25, 2021
<u>/s/ Anat Naschitz</u> Anat Naschitz	Director	March 25, 2021
<u>/s/ Lota Zoth</u> Lota Zoth	Director	March 25, 2021

March 25, 2021

89bio, Inc.  
142 Sansome Street, Second Floor  
San Francisco, California 94104

Re: *2019 Equity Incentive Plan and 2019 Employee Stock Purchase Plan*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the "Registration Statement") of 89bio, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 996,583 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"). 797,266 of the Shares subject to the Registration Statement are reserved for issuance pursuant to future awards under the Amended and Restated 89bio, Inc. 2019 Equity Incentive Plan (the "2019 Plan") and 199,317 of the Shares subject to the Registration Statement are reserved for issuance under the 89bio, Inc. 2019 Employee Stock Purchase Plan (the "ESPP" and, together with the 2019 Plan, the "Plans").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

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We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors 89bio, Inc.:

We consent to the use of our report dated March 24, 2021, with respect to the consolidated balance sheet of 89bio, Inc. as of December 31, 2020, the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for the year ended December 31, 2020, and the related notes, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California  
March 24, 2021



**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 18, 2020 relating to the financial statements of 89bio, Inc., appearing in the Annual Report on Form 10-K of 89bio, Inc. for the year ended December 31, 2020

/s/ Deloitte & Touche LLP  
San Francisco, California  
March 24, 2021