

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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

SPRINGWORKS THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-4066827
(I.R.S. Employer
Identification Number)

**100 Washington Blvd
Stamford, CT 06902
(203) 883-9490**
(Address of Principal Executive Offices)

**SpringWorks Therapeutics, Inc. Amended and Restated 2019 Stock Option and Equity Incentive Plan
SpringWorks Therapeutics, Inc. 2019 Employee Stock Purchase Plan**
(Full Title of the Plans)

Saqib Islam
Chief Executive Officer
100 Washington Blvd
Stamford, CT 06902
(203) 883-9490
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Kingsley Taft
Sarah Ashfaq
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

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

This Registration Statement on Form S-8 registers additional shares of the Registrant's common stock, par value \$0.0001 (the "Common Stock") under the Registrant's Amended and Restated 2019 Stock Option and Equity Incentive Plan (the "Equity Incentive Plan") and 2019 Employee Stock Purchase Plan (the "ESPP").

The number of shares of Common Stock reserved and available for issuance under the Equity Incentive Plan is subject to an automatic annual increase on each January 1, by an amount equal to five percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator of the Equity Incentive Plan (as defined in the Equity Incentive Plan). Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the Equity Incentive Plan increased by 3,121,157 shares.

The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an automatic annual increase on each January 1, by the lesser of (i) 1% of the outstanding shares on the immediately preceding December 31, (ii) 663,229 shares of Common Stock, or (iii) such amount as determined by the Administrator of the ESPP (as defined in the ESPP). Accordingly, on January 1, 2023, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 624,232 shares.

This Registration Statement on Form S-8 registers these additional 3,745,389 shares of Common Stock. The additional shares are of the same class as other securities relating to the plans for which the Registrant's registration statements filed on Form S-8 (Registration No. [333-234365](#)) on October 29, 2019, March 23, 2020 (Registration No. [333-237350](#)), February 25, 2021 (Registration No. [333-253531](#)), and February 24, 2022 (Registration No. [333-262996](#)) is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. [333-234365](#)) is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

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 Stamford, Connecticut on the 28th day of February, 2023.

SPRINGWORKS THERAPEUTICS, INC.

By: /s/ Saqib Islam
Saqib Islam, J.D.
Chief Executive Officer and Director

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Saqib Islam and Francis I. Perier, Jr. as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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

Name	Title	Date
<u>/s/ Saqib Islam</u> Saqib Islam, J.D.	Chief Executive Officer, Director (Principal Executive Officer)	February 28, 2023
<u>/s/ Francis I. Perier, Jr.</u> Francis I. Perier, Jr.	Chief Financial Officer (Principal Financial Officer)	February 28, 2023
<u>/s/ Michael P. Nofi</u> Michael P. Nofi	Chief Accounting Officer (Principal Accounting Officer)	February 28, 2023
<u>/s/ Daniel S. Lynch</u> Daniel S. Lynch, M.B.A.	Chairman	February 28, 2023
<u>s/ Carlos Albán</u> Carlos Albán	Director	February 28, 2023
<u>/s/ Alan Fuhrman</u> Alan Fuhrman	Director	February 28, 2023
<u>/s/ Julie Hambleton</u> Julie Hambleton, M.D.	Director	February 28, 2023
<u>/s/ Freda Lewis-Hall</u> Freda Lewis-Hall, M.D., DFAPA	Director	February 28, 2023
<u>/s/ Jeffrey Schwartz</u> Jeffrey Schwartz, M.B.A.	Director	February 28, 2023

EXHIBIT INDEX

Exhibit No.	Description
<u>4.1</u>	<u>Second Amended and Restated Certificate of Incorporation of SpringWorks Therapeutics, Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on September 17, 2019 (File No. 001-39044)).</u>
<u>4.2</u>	<u>Amended and Restated Bylaws of the registrant, as currently in effect. (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 17, 2019 (File No. 001-39044)).</u>
<u>4.3</u>	<u>Amendment to the Amended and Restated Bylaws of the Registrant, as currently in effect. (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 27, 2020 (File No. 001-39044)).</u>
<u>4.4</u>	<u>Amended and Restated Investors' Rights Agreement by and among the Registrant and certain of its stockholders, dated August 30, 2019. (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended, filed with the Securities and Exchange Commission on September 3, 2019 (File No. 333-233351)).</u>
<u>4.5</u>	<u>Amendment to the Amended and Restated Investors' Rights Agreement, dated as of February 25, 2021. (Incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2021 (File No. 001-39044)).</u>
<u>4.6</u>	<u>Description of the Registrant's Securities (Incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission on March 12, 2020 (File No. 001-39044)).</u>
<u>5.1*</u>	<u>Opinion of Goodwin Procter LLP.</u>
<u>23.1*</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
<u>23.2*</u>	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page).</u>
<u>99.1</u>	<u>Amended and Restated 2019 Stock Option and Equity Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 24, 2022 (File No. 001-39044)).</u>
<u>99.2</u>	<u>2019 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended, filed on September 3, 2019 (File No. 333-233351)).</u>
<u>107*</u>	<u>Filing Fee Table.</u>

* Filed herewith.



Goodwin Procter
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100 Northern
Avenue
Boston, MA
02210

goodwinlaw.com
+1 617 570 1000

February 28, 2023

SpringWorks Therapeutics, Inc.
100 Washington Blvd
Stamford, CT 06902

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 3,745,389 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock") of SpringWorks Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Amended and Restated Stock Option and Equity Incentive Plan and 2019 Employee Stock Purchase Plan (collectively, the "Plans").

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 opinion set forth below, on certificates of officers of the Company.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

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 Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to 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 (Form S-8) pertaining to the Amended and Restated 2019 Stock Option and Equity Incentive Plan and 2019 Employee Stock Purchase Plan of SpringWorks Therapeutics, Inc. of our reports dated February 28, 2023, with respect to the consolidated financial statements of SpringWorks Therapeutics, Inc. and the effectiveness of internal control over financial reporting of SpringWorks Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
New York, New York
February 28, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)SpringWorks Therapeutics, 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2019 Amended and Restated Stock Option and Equity Incentive Plan							
Equity	Common Stock, \$0.0001 par value per share	457(h)	3,121,157 shares (2)	29.61 (3)	\$92,417,458.77	0.00011020	\$10,184.41
2019 Employee Stock Purchase Plan							
Equity	Common Stock, \$0.0001 par value per share	457(a)	624,232 shares (4)	25.17(5)	\$15,711,919.44	0.00011020	\$1,731.46
Total Offering Amounts					\$108,129,378.21		\$11,915.87
Total Fee Offsets							\$0
Net Fee Due							\$11,915.87

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents an automatic increase to the number of shares available for issuance under the Registrant's Amended and Restated 2019 Stock Option and Equity Incentive Plan (the "Equity Incentive Plan"), effective as of January 1, 2023. Shares available for issuance under the Equity Incentive Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on October 29, 2019 (Registration No. 333-234365), March 23, 2020 (Registration No. 333-237350), February 25, 2021 (Registration No. 333-253531) and February 24, 2022 (Registration No. 333-262996).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on \$29.61, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 22, 2023.
- (4) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2019 Employee Stock Purchase Plan (the "ESPP"), effective as of January 1, 2023. Shares available for issuance under the ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on October 29, 2019 (Registration No. 333-234365), March 23, 2020 (Registration No. 333-237350), February 25, 2021 (Registration No. 333-253531) and February 24, 2022 (Registration No. 333-262996).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act, and based on 85% of \$29.61 the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 22, 2023. Pursuant to the ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the fair market value of a share of common stock on the first trading day of the offering period or on the exercise date, whichever is less.