

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

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

PMV PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-3218129
(I.R.S. Employer
Identification Number)

**One Research Way
Princeton, NJ 08540
(609) 642-6670**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan**
(Full title of the plan)

David H. Mack, Ph.D.
President and Chief Executive Officer
PMV Pharmaceuticals, Inc.
**One Research Way
Princeton, NJ 08540
(609) 642-6670**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Kenneth A. Clark
Tony Jeffries
Megan J. Baier
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300**

**Winston Kung
Chief Operating Officer and
Chief Financial Officer
PMV Pharmaceuticals, Inc.
One Research Way
Princeton, NJ 08540
(609) 642-6670**

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
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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering additional securities of the same class as other securities for which a registration statement of PMV Pharmaceuticals, Inc. (the “Registrant”) on Form S-8 relating to the same employee benefit plans is effective. The number of the Registrant’s common stock available for grant and issuance under the 2020 Equity Incentive Plan (“2020 Plan”) is subject to annual increase on the first day of each fiscal year beginning with fiscal year 2021, in an amount equal to the least of (i) 4,406,374 shares, (ii) five percent (5%) of the outstanding shares of the Registrant’s common stock on the last day of the immediately preceding fiscal year or (iii) such number of shares determined by the 2020 Plan administrator. The number of the Registrant’s common stock available for grant and issuance under the 2020 Employee Stock Purchase Plan (“2020 ESPP”) is subject to annual increase on the first day of each fiscal year beginning with fiscal year 2021 equal to the least of (i) 801,504 shares, (ii) one percent (1%) of the outstanding shares of the Registrant’s common stock on the last day of the immediately preceding fiscal year or (iii) such number of shares determined by the 2020 ESPP administrator. On January 1, 2023, the number of shares of the Registrant’s common stock available for grant and issuance under the 2020 Plan and available for issuance under the 2020 ESPP increased by 1,830,853 shares and 457,713 shares, respectively. This Registration Statement registers such additional shares of the Registrant’s common stock.

The Registrant previously registered shares of common stock for issuance under the 2020 Plan and the 2020 ESPP pursuant to (i) a registration statement on Form S-8 (File No. 333-249094) filed with the Commission on September 28, 2020, (ii) a registration statement on Form S-8 (File No. 333-256346) filed with the Commission on May 21, 2021 and (iii) a registration statement on Form S-8 (File No. 333-262308) filed with the Commission on January 24, 2022 ((i), (ii) and (iii), collectively, the “Prior Registration Statements”). In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference. In accordance with the instructional note to Part I of Form S-8 promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

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 Commission:

- (1) The Registrant’s Registration Statements on Form S-8 previously filed with the Commission on [September 28, 2020](#) (File No. 333-249094), [May 21, 2021](#) (File No. 333-256346) and [January 24, 2022](#) (File No. 333-262308);
- (2) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021 (the “2021 Form 10-K”), filed with the Commission on March 1, 2022 (File No. 001-39539);
- (3) The information specifically incorporated by reference into the 2021 Form 10-K from the Registrant’s definitive proxy statement on [Schedule 14A](#) filed with the Commission on April 22, 2022 (File No. 001-39539);
- (4) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended [March 31, 2022](#), filed with the Commission on May 10, 2022, the Registrant’s Quarterly Report on Form 10-Q for the quarter ended [June 30, 2022](#), filed with the Commission on August 9, 2022 and the Registrant’s Quarterly Report on Form 10-Q for the quarter ended [September 30, 2022](#), filed with the Commission on November 8, 2022;
- (5) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [January 6, 2022](#), [June 6, 2022](#) and [November 4, 2022](#) (other than information furnished rather than filed); and
- (6) The description of the Registrant’s common stock contained in a registration statement on [Form 8-A](#) (File No. 001-39539), filed with the Commission on September 21, 2020, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as updated by the description of the Registrant’s common stock contained in [Exhibit 4.1](#) to the Registrant’s Annual report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on March 3, 2021, including any amendment or report filed for the purpose of updating such description.

(7) 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 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39539	3.1	9/29/2020
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-39539	3.2	9/29/2020
4.3	Specimen common stock certificate of the Registrant	S-1/A	333-248627	4.2	9/21/2020
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)				
99.1	2020 Equity Incentive Plan and forms of agreements thereunder	S-1/A	333-248627	10.3	9/21/2020
99.2	2020 Employee Stock Purchase Plan and forms of agreements thereunder	S-1/A	333-248627	10.4	9/21/2020
107*	Calculation of Filing Fee Tables				

* 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, New Jersey, on January 24, 2023.

PMV PHARMACEUTICALS, INC.

By: /s/ David H. Mack

David H. Mack, 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 David H. Mack, Ph.D. and Winston Kung as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and substitution, for him or her and in their name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments thereto (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 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 his or her substitute or substitutes, 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/ David H. Mack</u> David H. Mack, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	January 24, 2023
<u>/s/ Winston Kung</u> Winston Kung	Chief Operating Officer and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	January 24, 2023
<u>/s/ Richard Heyman</u> Richard Heyman, Ph.D.	Chair of the Board	January 24, 2023
<u>/s/ Charles M. Baum</u> Charles M. Baum, M.D., Ph.D.	Director	January 24, 2023
<u>/s/ Arnold Levine</u> Arnold Levine, Ph.D.	Director	January 24, 2023
<u>/s/ Carol Gallagher</u> Carol Gallagher, Pharm.D.	Director	January 24, 2023
<u>/s/ Laurie Stelzer</u> Laurie Stelzer	Director	January 24, 2023
<u>/s/ Kirsten Flowers</u> Kirsten Flowers	Director	January 24, 2023



Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
PHONE: 650.493.9300
FAX: 866.974.7329

January 24, 2023

PMV Pharmaceuticals, Inc.
One Research Way
Princeton, NJ 08540
(609) 642-6670

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 PMV Pharmaceuticals, 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) 1,830,853 shares of your common stock, par value \$0.00001 per share (the "EIP Shares"), reserved for issuance pursuant to the 2020 Equity Incentive Plan (the "2020 Plan") and (ii) 457,713 shares of your common stock, par value \$0.00001 per share (the "ESPP Shares" and, together with the EIP Shares, the "Shares"), reserved for issuance pursuant to the 2020 Employee Stock Purchase Plan (the "2020 ESPP" and, together with the 2020 Plan, the "Plans").

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

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-XXXXXX) pertaining to the 2020 Equity Incentive Plan and 2020 Employee Stock Purchase Plan of PMV Pharmaceuticals, Inc. of our reports dated March 1, 2022, with respect to the financial statements of PMV Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of PMV Pharmaceuticals, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
January 24, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

PMV 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, \$0.00001 par value per share, reserved for issuance pursuant to the 2020 Equity Incentive Plan	457(c) and 457(h)	1,830,853(2)	\$7.91(3)	\$14,482,047.23	\$110.20 per \$1,000,000	\$1,595.92
Equity	Common Stock, \$0.00001 par value per share, reserved for issuance pursuant to the 2020 Employee Stock Purchase Plan	457(c) and 457(h)	457,713(4)	\$6.72(5)	\$3,075,831.36	\$110.20 per \$1,000,000	\$338.96
Total Offering Amounts					\$17,557,878.59		\$1,934.88
Total Fee Offsets							–
Net Fee Due							\$1,934.88

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall cover any additional shares of the Registrant’s common stock that become issuable under the 2020 Equity Incentive Plan (the “2020 Plan”) and the 2020 Employee Stock Purchase Plan (the “2020 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) Represents an automatic annual increase on January 1, 2023 equal to 4% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year, which annual increase is provided for in the 2020 Plan.
- (3) Estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$7.91 per share, which represents the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on January 20, 2023.
- (4) Represents an automatic annual increase on January 1, 2023 equal to 1% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year, which annual increase is provided for in the 2020 ESPP.
- (5) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$7.91 per share, which represents the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on January 20, 2023. Pursuant to the 2020 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the common stock on (i) the first trading day of the offering period or (ii) the exercise date.