

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

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

**Corvus Pharmaceuticals, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-4670809**  
(I.R.S. Employer  
Identification Number)

**863 Mitten Road, Suite 102**  
**Burlingame, CA 94010**  
**(650) 900-4520**

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

**2016 Equity Incentive Award Plan**  
(Full Title of the Plan)

**Richard A. Miller, M.D.**  
**President and Chief Executive Officer**  
**Corvus Pharmaceuticals, Inc.**  
**863 Mitten Road, Suite 102**  
**Burlingame, CA 94010**  
**(650) 900-4520**

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

**Copies to:**  
**Alan C. Mendelson, Esq.**  
**Kathleen M. Wells, Esq.**  
Latham & Watkins LLP  
140 Scott Drive  
Menlo Park, CA 94025  
Telephone: (650) 328-4600  
Facsimile: (650) 463-2600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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="radio"/>		Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="radio"/>
Emerging growth company	<input checked="" type="radio"/>			

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 13(a) of the Exchange Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price Per Share	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	840,000 <sup>(3)</sup>	\$ 9.96	\$ 8,366,400.00	\$ 1,041.62

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2016 Equity Incentive Award Plan (the "2016 Plan") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant is the average of the high and low prices for the registrant's common stock as reported on The NASDAQ Global Select Market on March 12, 2017, which is \$9.96.
- (3) Represents the additional shares of common stock available for future issuance under the 2016 Plan resulting from an annual increase as of January 1, 2018.



could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard A. Miller</u> Richard A. Miller M.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 13, 2017
<u>/s/ Leiv Lea</u> Leiv Lea	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 13, 2017
<u>/s/ Ian T. Clark</u> Ian T. Clark	Director	March 13, 2017
<u>/s/ Elisha P. (Terry) Gould</u> Elisha P. (Terry) Gould	Director	March 13, 2017
<u>/s/ Steve E. Krognnes</u> Steve E. Krognnes	Director	March 13, 2017
<u>/s/ Peter Moldt, Ph.D.</u> Peter Moldt, Ph.D.	Director	March 13, 2017
<u>/s/ Scott W. Morrison</u> Scott W. Morrison	Director	March 13, 2017
<u>/s/ Peter Thompson, M.D.</u> Peter Thompson, M.D.	Director	March 13, 2017

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**LATHAM & WATKINS** LLP

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Madrid	Tokyo
Milan	Washington, D.C.

March 13, 2018

Corvus Pharmaceuticals, Inc.  
 863 Mitten Road, Suite 102  
 Burlingame, CA 94010

Re: Registration Statement on Form S-8; 840,000 shares of Common Stock of Corvus Pharmaceuticals, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Corvus Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the registration by the Company of an aggregate of 840,000 shares of common stock of the Company, par value \$0.0001 per share (the "**Common Stock**") (the "**Shares**") issuable under the 2016 Equity Incentive Award Plan (the "**Plan**").

The Shares are included in a registration statement on Form S—8 under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on March 13, 2018 (the "**Registration Statement**"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "**DGCL**"), and we express no opinion with respect to any other laws.

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Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2018 relating to the financial statements, which appears in Corvus Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP

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San Jose, CA

March 13, 2018

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