

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)

**901 Gateway Boulevard, Third Floor
South San Francisco, CA 94080
(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.
901 Gateway Boulevard, Third Floor
South San Francisco, CA 94080
(650) 900-4520**

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

Copies to:

**Kathleen 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
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.

**Proposed sale to take place as soon after the effective date of the
registration statement as awards under the plans are exercised and/or vest.**

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,715,991 shares of the Registrant's common stock issuable under the 2016 Equity Incentive Plan, for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-210456, 333-216590, 333-223622, 333-231331, 333-237933, 333-255614, 333-264718, 333-270910, and 333-279189) are effective, as a result of the operation of an automatic annual increase provision therein.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [March 29, 2016](#), [March 10, 2017](#), [March 13, 2018](#), [May 9, 2019](#), [April 30, 2020](#), [April 29, 2021](#), [May 5, 2022](#), [March 28, 2023](#) and [May 7, 2024](#) (File Nos. 333-210456, 333-216590, 333-223622, 333-231331, 333-237933, 333-255614, 333-264718, 333-270910, and 333-279189) are incorporated by reference herein.

Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	3/29/2016	3.1	
4.2	Amended and Restated Bylaws.	8-K	3/29/2016	3.2	
4.3	Form of Common Stock Certificate.	S-1	1/4/2016	4.2	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of independent registered public accounting firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1(a)#	2016 Equity Incentive Award Plan.	S-8	3/29/2016	99.2(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2016 Equity Incentive Award Plan.	S-1	1/4/2016	10.5(b)	
99.1(c)#	Form of Restricted Stock Award Agreement and Restricted Stock Unit Award Agreement under the 2016 Equity Incentive Award Plan.	S-1	1/4/2016	10.5(c)	
99.1(d)#	Form of Restricted Stock Unit Award Agreement and Restricted Stock Unit Award Grant Notice under the 2016 Equity Incentive Award Plan.	S-1	1/4/2016	10.5(d)	
107.1	Calculation of Filing Fee Table				X

#Indicates management contract or compensatory plan.

140 Scott Drive
 Menlo Park, California 94025
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

LATHAM & WATKINS LLP

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Madrid	

May 8, 2025

Corvus Pharmaceuticals, Inc.
 901 Gateway Boulevard, Third Floor
 South San Francisco, CA 94080

Re: Registration Statement on Form S-8; 2,715,991 shares of Common Stock of Corvus Pharmaceuticals, Inc., par value \$0.0001 per share

To the addressee set forth above:

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 2,715,991 shares (the "**Shares**") of common stock of the Company, par value \$0.0001 per share, issuable under the Company's 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 May 8, 2025 (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 prospectus forming a part thereof, 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.

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 for legal consideration in excess of 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.

Sincerely,

/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 Corvus Pharmaceuticals, Inc. of our report dated March 25, 2025 relating to the financial statements, which appears in Corvus Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP
San Jose, California
May 8, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Corvus 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 to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	2,715,991 ⁽²⁾	\$3.28 ⁽³⁾	\$8,908,450.48	\$0.0001531	\$1,363.89
Total Offering Amounts					\$8,908,450.48		\$1,363.89
Total Fee Offsets⁽⁴⁾							\$ —
Net Fee Due							\$1,363.89

(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 Corvus Pharmaceuticals, Inc.’s (the “Registrant”) 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) Represents the additional shares of common stock available for future issuance under the Registrant’s 2016 Plan resulting from an annual increase as of January 1, 2025.

(3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for shares reserved for future issuance under the 2016 Plan are based on the average of the high and the low price of Registrant’s Common Stock as reported on the Nasdaq Global Market on May 7, 2025, which was \$3.28.

(4) The Registrant does not have any fee offsets.