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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-251105
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-263913
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-270655

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

KINNATE BIOPHARMA INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-4566526
(IRS employer
identification number)

2200 Powell Street, Suite 310
Emeryville, California 94608
(Address of Principal Executive Offices, including Zip Code)

2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan
2018 Equity Incentive Plan
(Full title of the Plans)

Owen Hughes
President, Treasurer and Secretary
Kinnate Biopharma Inc.
2200 Powell Street, Suite 310
Emeryville, California 94608
Tel. (510) 204-7200
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copies to:

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Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting 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

DEREGISTRATION OF UNSOLD SECURITIES

These Post-Effective Amendments (these “Post-Effective Amendments”) are being filed by Kinnate Biopharma Inc., a Delaware corporation (the “Registrant”), to deregister all shares of the Registrant’s common stock, \$0.0001 par value per share (the “Shares”), remaining unissued under the following Registration Statements on Form S-8 (each, a “Registration Statement”, and collectively, the “Registration Statements”) filed by the Registrant with the U.S. Securities and Exchange Commission (the “SEC”).

- Registration Statement on Form S-8 (No. 333-251105) pertaining to the registration of (i) 5,806,039 Shares issuable under the Kinnate Biopharma Inc. 2020 Equity Incentive Plan (the “2020 Plan”), (ii) 435,000 Shares issuable under the Kinnate Biopharma Inc. 2020 Employee Stock Purchase Plan (the “ESPP”) and (iii) 6,080,966 Shares issuable under the Kinnate Biopharma Inc. 2018 Equity Incentive Plan.
- Registration Statement on Form S-8 (No. 333-263913) pertaining to the 2020 Plan and the ESPP.
- Registration Statement on Form S-8 (No. 333-270655) pertaining to the further registration of (i) 2,217,114 Shares issuable under the 2020 Plan and (ii) 443,422 Shares issuable under the ESPP.

The Registrant is filing these Post-Effective Amendments to withdraw and remove any unissued and unsold securities issuable by Registration pursuant to the above-referenced Registration Statements.

On February 16, 2024, the Registrant entered into an Agreement and Plan of Merger (the “Merger Agreement”) with XOMA Corporation, a Delaware corporation (“Parent”), and XRA 1 Corp., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”). Pursuant to the Merger Agreement, on April 3, 2024, Merger Sub was merged with and into the Registrant with the Registrant surviving as a wholly owned subsidiary of Parent (the “Merger”). In the Merger, each share of Common Stock (the “Shares”) (other than (i) Shares owned or held in the Registrant’s treasury immediately prior to the effective time of the Merger, (ii) Shares owned directly or indirectly by Parent or Merger Sub immediately prior to the effective time of the Merger and (iii) Shares held by any stockholder of the Registrant who was entitled to and properly demanded appraisal of such Shares in accordance with Section 262 of the General Corporation Law of the State of Delaware, as amended) was cancelled in exchange for the right to receive (i) \$2.5879 in cash per Share, plus (ii) one non-transferrable contractual contingent value right for each Share.

The foregoing description of the Merger, the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the Merger Agreement, which is attached as Exhibit 2.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 16, 2024.

As a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statements. In accordance with an undertaking made by the Registrant in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offerings, the Registrant hereby removes from registration all such securities registered under the Registration Statements that remain unsold as of the date hereof and terminates the effectiveness of the Registration Statements.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, 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 these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on April 3, 2024. No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.

KINNATE BIOPHARMA INC.

/s/ Owen Hughes

Name: Owen Hughes

Title: President, Treasurer and Secretary