

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

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

Aimmune Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

45-2748244
(I.R.S. Employer
Identification Number)

8000 Marina Blvd, Suite 300
Brisbane, CA 94005
(650) 614-5220

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

2015 Equity Incentive Award Plan
2015 Employee Stock Purchase Plan
(Full Title of the Plan)

Jayson Dallas, M.D.
President and Chief Executive Officer
Aimmune Therapeutics, Inc.
8000 Marina Blvd, Suite 300
Brisbane, CA 94005
(650) 614-5220

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

Copies to:

Douglas T. Sheehy, Esq.
General Counsel & Corporate Secretary
Aimmune Therapeutics, Inc.
8000 Marina Blvd, Suite 300
Brisbane, CA 94005
Telephone: (650) 614-5220

Patrick A. Pohlen, Esq.
Brian J. Cuneo, 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, 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	2,485,691 ⁽³⁾	\$24.89	\$61,868,848.99	\$7,498.51
Common Stock, \$0.0001 par value per share	621,423 ⁽⁴⁾	\$24.89	\$15,467,218.47	\$1,874.63
Total:	3,107,114	\$24.89	\$77,336,067.46	\$9,373.14

- (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 2015 Equity Incentive Award Plan (the "2015 Plan") and the 2015 Employee Stock Purchase Plan (the "ESPP") 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 February 27, 2019, which is \$24.89.
- (3) Represents the additional shares of common stock available for future issuance under the 2015 Plan resulting from an annual increase as of January 1, 2019.
- (4) Represents the additional shares of common stock available for future issuance under the ESPP resulting from an annual increase as of January 1, 2019.

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 3,107,114 shares of the Registrant's common stock issuable under the following employee benefit plans for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-206307, 333-210142, 333-216724 and 333-223102) are effective: (i) the 2015 Equity Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 2,485,691 shares of common stock, and (ii) the 2015 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 621,423 shares of common stock.

**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 August 11, 2015, March 11, 2016, March 15, 2017 and February 20, 2018 (File Nos. 333-206307, 333-210142, 333-216724 and 333-223102) are incorporated by reference herein.

Exhibit Index

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated</u>
4.1	Amended and Restated Certificate of Incorporation.	8-K	8/15/15
4.2	Amended and Restated Bylaws.	8-K	8/15/15
4.3	Form of Common Stock Certificate.	S-1/A	7/15/15
4.4	Amended and Restated Investors' Rights Agreement, dated January 20, 2015, by and among Aimmune Therapeutics, Inc. and the investors listed therein.	S-1	7/15/15
4.5	Amended and Restated Registration Rights Agreement, dated November 11, 2018, by and between the Company and Nestle Health Science US Holdings, Inc.	10-K	2/15/18
4.6	Amended and Restated Standstill Agreement, dated November 11, 2018, by and between the Company and Nestle Health Science US Holdings, Inc.	10-K	2/15/18
5.1	Opinion of Latham & Watkins LLP.		
23.1	Consent of independent registered public accounting firm.		
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).		
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.		
99.1(a)#	2015 Equity Incentive Award Plan.	S-8	8/15/15
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2015 Equity Incentive Award Plan.	S-1/A	7/15/15
99.1(c)#	Form of Restricted Stock Award Agreement and Restricted Stock Unit Award Agreement under the 2015 Equity Incentive Award Plan.	S-1/A	7/15/15
99.2#	Aimmune Therapeutics, Inc. 2015 Employee Stock Purchase Plan.	S-8	8/15/15

#Indicates management contract or compensatory plan.

Signature

Title

Date

/s/ Stacey D. Seltzer

Director

February 28, 2019

Stacey D. Seltzer

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 Menlo Park, California 94025
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LATHAM & WATKINS LLP

February 28, 2019

Aimmune Therapeutics, Inc.
 8000 Marina Boulevard, Suite 300
 Brisbane, CA 94005

Re: Registration Statement on Form S-8; 3,107,114 shares of Common Stock of Aimmune Therapeutics, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Aimmune Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 3,107,114 shares of common stock of the Company, par value \$0.0001 per share (the “**Common Stock**”), consisting of 2,485,691 shares of Common Stock (the “**2015 Plan Shares**”) issuable under the 2015 Equity Incentive Award Plan (the “**2015 Plan**”) and 621,423 shares of Common Stock (the “**ESPP Shares**”) and, together with the 2015 Plan Shares, the “**Shares**”) issuable under the 2015 Employee Stock Purchase Plan (the “**ESPP**” and together with the 2015 Plan, the “**Plans**”).

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 February 28, 2019 (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

LATHAM & WATKINS^{LLP}

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 against payment therefor in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans 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 Plans (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 non-assessable. 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

The Board of Directors
Aimmune Therapeutics, Inc.:

We consent to the use of our reports dated February 28, 2019, with respect to the consolidated balance sheets of Aimmune Therapeutics, Inc. and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, "the consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2018, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
February 28, 2019