
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

Shattuck Labs, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-2575858
(I.R.S. Employer
Identification Number)

**1018 W. 11th Street, Suite 100
Austin, TX 78703
(919) 864-2700**

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

Shattuck Labs, Inc. 2020 Equity Incentive Plan
(Full title of the plan)

**Taylor Schreiber, M.D., Ph.D.
Chief Executive Officer
Shattuck Labs, Inc.
1018 W. 11th Street, Suite 100
Austin, TX 78703
(919) 864-2700**

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

With copies to:

**Ryan A. Murr
Branden C. Berns
Gibson, Dunn & Crutcher LLP
555 Mission Street
San Francisco, CA 94105-0921
(415) 393-8373**

**Erin Ator Thomson
General Counsel
Shattuck Labs, Inc.
1018 W. 11th Street, Suite 100
Austin, TX 78703
(919) 864-2700**

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. (Check one):

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	445,809	\$37.76(3)	\$16,833,748(3)	\$1,836.56

- (1) In addition to the number of shares of the common stock, par value \$0.0001 per share (the "Common Stock") of Shattuck Labs, Inc. (the "Company" or "Registrant") stated above, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of options and other rights to acquire Common Stock, that may be granted pursuant to the Shattuck Labs, Inc. 2020 Equity Incentive Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers any additional securities that may from time to time be offered or issued in respect of the securities registered by this registration statement to prevent dilution as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the Nasdaq Global Select Market on March 9, 2021.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Shattuck Labs, Inc. (the “Registrant”), relating to 445,809 shares of its common stock, par value \$0.0001 per share, available for issuance pursuant to awards to eligible persons under the Shattuck Labs, Inc. 2020 Equity Incentive Plan (the “Plan”).

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (“Commission”) on October 19, 2020 (Registration No. 333-249555), which relates to the Plan, is incorporated herein by reference and made a part hereof, except for those items being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 14, 2020).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on October 14, 2020).</u>
5.1*	<u>Opinion of Gibson, Dunn & Crutcher LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page hereto).</u>
99.1	<u>Shattuck Labs, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1/A filed on October 5, 2020).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, Texas, on March 16, 2021.

Shattuck Labs, Inc.

By: /s/ Dr. Taylor Schreiber

Name: Dr. Taylor Schreiber

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Taylor Schreiber and Andrew R. Neill, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

Signature	Title	Date
<u>/s/ Dr. Taylor Schreiber</u> Dr. Taylor Schreiber	Chief Executive Officer and Director (<i>principal executive officer</i>)	March 16, 2021
<u>/s/ Andrew R. Neill</u> Andrew R. Neill	Chief Financial Officer (<i>principal financial and accounting officer</i>)	March 16, 2021
<u>/s/ Josiah Hornblower</u> Josiah Hornblower	Executive Chairman and Director	March 16, 2021
<u>/s/ Helen M. Boudreau</u> Helen M. Boudreau	Director	March 16, 2021
<u>/s/ Dr. Neil Gibson</u> Dr. Neil Gibson	Director	March 16, 2021
<u>/s/ Michael Lee</u> Michael Lee	Director	March 16, 2021
<u>/s/ Tyler Brous</u> Tyler Brous	Director	March 16, 2021
<u>/s/ Dr. George Golumbeski</u> Dr. George Golumbeski	Director	March 16, 2021

March 16, 2021

Shattuck Labs, Inc.
1018 W. 11th Street, Suite 100
Austin, TX 78703

Re: *2020 Equity Incentive Plan*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the "Registration Statement") of Shattuck Labs, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 445,809 shares of the Company's Common Stock, par value \$0.0001 per share (the "Shares"). The Shares subject to the Registration Statement are reserved for issuance pursuant to awards under the Shattuck Labs, Inc. 2020 Equity Incentive Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP
Gibson, Dunn & Crutcher LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Shattuck Labs, Inc.:

We consent to the use of our report dated March 16, 2021, with respect to the balance sheets of Shattuck Labs, Inc. as of December 31, 2020 and 2019, the related statements of operations and comprehensive loss, changes in redeemable convertible preferred stock and stockholder's equity (deficit), and cash flows for the years then ended, and the related notes incorporated herein by reference.

/s/ KPMG LLP

Austin, Texas
March 16, 2021