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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

AADI BIOSCIENCE, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

61-1547850
(I.R.S. Employer
Identification No.)

**17383 Sunset Boulevard, Suite A250
Pacific Palisades, California 90272**
(Address of Principal Executive Offices, including zip code)

**2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full title of the plan)

Neil Desai, Ph.D.
President and Chief Executive Officer
**17383 Sunset Boulevard, Suite A250
Pacific Palisades, California 90272**
(424) 473-8055
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Dan Koeppen, Esq.
Robert L. Wernli, Jr., Esq.
Kassandra Castillo, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
**12235 El Camino Real
San Diego, California 92130**

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
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.

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the "Registration Statement") is filed by Aadi Bioscience, Inc. (the "Registrant") for the purpose of registering (i) 835,787 additional shares of common stock of the Registrant that may be issued pursuant to the Aadi Bioscience, Inc. 2021 Equity Incentive Plan, commencing January 1, 2022, and (ii) 208,946 additional shares of common stock of the Registrant that may be issued pursuant to the Aadi Bioscience, Inc. 2021 Employee Stock Purchase Plan, commencing January 1, 2022.

In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8 (File No. 333-259787) filed by the Registrant with the Securities and Exchange Commission (the "SEC") on September 24, 2021 are incorporated by reference into this Registration Statement, except as modified or superseded hereby.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

- (1) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 17, 2022 (the "Annual Report").
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed).
- (3) The description of the Registrant's Common Stock contained in the Company's Registration Statement on [Form 8-A](#) (File No 333-223113) filed with the Commission on June 25, 2018, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Registrant has filed the exhibits listed on the accompanying Exhibit Index of this Registration Statement.

EXHIBIT INDEX

| Exhibit Number | Exhibit Description | Filed Herewith | Incorporated by Reference | | | |
|---------------------------|--|-----------------------|----------------------------------|-----------------|----------------|--------------------|
| | | | Form | File No. | Exhibit | Filing Date |
| 4.3 | Aadi Bioscience, Inc. 2021 Equity Incentive Plan. | | 8-K | 001-38560 | 10.6 | August 27, 2021 |
| 4.4 | Form of Stock Option Agreement under the Aadi Bioscience, Inc. 2021 Equity Incentive Plan. | | 8-K | 001-38560 | 10.7 | August 27, 2021 |
| 4.5 | Aadi Bioscience, Inc. 2021 Employee Stock Purchase Plan | | 8-K | 001-38560 | 10.8 | August 27, 2021 |
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, P.C. | X | | | | |
| 23.1 | Consent of Independent Registered Public Accounting Firm, BDO USA, LLP. | X | | | | |
| 23.3 | Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto). | | | | | |
| 24.1 | Power of Attorney (included on the signature page hereto) | X | | | | |
| 107.1 | Filing Fee Table | X | | | | |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Los Angeles, State of California, on March 17, 2022.

AADI BIOSCIENCE, INC.

By: /s/ Neil Desai

Neil Desai
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Neil Desai, Ph.D. and Scott Giacobello, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments) on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact, proxy and agent, or any substitute of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|----------------|
| <u>/s/ Neil Desai</u> Neil Desai | President, Chief Executive Officer, and Director (Principal Executive Officer) | March 17, 2022 |
| <u>/s/ Scott Giacobello</u> Scott Giacobello | Chief Financial Officer (Principal Financial and Accounting Officer) | March 17, 2022 |
| <u>/s/ Caley Castelein</u> Caley Castelein | Chair of the Board of Directors | March 17, 2022 |
| <u>/s/ Anupam Dalal</u> Anupam Dalal, M.D. | Director | March 17, 2022 |
| <u>/s/ Karin Hehenberger</u> Karin Hehenberger, M.D., Ph.D. | Director | March 17, 2022 |
| <u>/s/ Behzad Aghazadeh</u> Behzad Aghazadeh, Ph.D. | Director | March 17, 2022 |
| <u>/s/ Richard Maroun</u> Richard Maroun | Director | March 17, 2022 |
| <u>/s/ Emma Reeve</u> Emma Reeve | Director | March 17, 2022 |



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

O: 650.493.9300
F: 650.493.6811

March 17, 2022

Aadi Bioscience, Inc.
17383 Sunset Boulevard, Suite A250
Pacific Palisades, California 90272

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Aadi Bioscience, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,044,733 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), consisting of (i) 835,787 shares of Common Stock reserved for future issuance under the Company's 2021 Equity Incentive Plan (the "2021 Plan"), and (ii) 208,946 shares of Common Stock reserved for issuance under the Company's 2021 Employee Stock Purchase Plan. As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under such plans (which plans are referred to herein as the "Plans").

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI,
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, Professional
Corporation

AUSTIN BEIJING BOSTON BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

Aadi Bioscience, Inc.
Pacific Palisades, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 17, 2022, relating to the consolidated financial statements of Aadi Bioscience, Inc (the “Company”) appearing in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ BDO USA, LLP

March 17, 2022
San Diego, California

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Aadi Bioscience, Inc.

(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|----------------------------------|--|-----------------------------|----------------------------------|--|----------------------------------|-----------|----------------------------|
| Equity | Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Equity Incentive Plan | Rule 457(c) and Rule 457(h) | 835,787 (2) | \$18.45 (4) | \$15,420,271 | 0.0000927 | \$1,430.00 |
| Equity | Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Employee Stock Purchase Plan | Rule 457(c) and Rule 457(h) | 208,946 (3) | \$15.69 ⁽⁵⁾ | \$3,278,363 | 0.0000927 | \$304.00 |
| Total Offering Amounts | | | 1,044,733 | | \$18,698,634 | | \$1,734.00 |
| Total Fee Offsets ⁽⁶⁾ | | | | | | | — |
| Net Fee Due | | | | | | | \$1,734.00 |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Registrant's 2021 Equity Incentive Plan (the "2021 Plan") or the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration or conversion of the Registrant's Common Stock that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 Plan as a result of the annual evergreen increase under the 2021 Plan.
- (3) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 ESPP as a result of the annual evergreen increase under the 2021 ESPP.
- (4) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$18.45, which is the average of the high and low prices of shares of Common Stock on The Nasdaq Capital Market ("Nasdaq") on March 14, 2022 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission (the "SEC")).

-
- (5) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$15.69, which is 85% of the average of the high and low prices of shares of Common Stock on Nasdaq on March 14, 2022 (such date being within five business days of the date that this Registration Statement was filed with the SEC). Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the common stock on (i) the first trading day of the offering period or (ii) the exercise date.
- (6) The Registrant does not have any fee offsets.