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

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

PHATHOM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

82-4151574
(I.R.S. Employer
Identification No.)

**100 Campus Drive, Suite 102
Florham Park, New Jersey 07932
(877) 742-8466**
(Address of Principal Executive Offices)

**PHATHOM PHARMACEUTICALS, INC. 2019 INCENTIVE AWARD PLAN
PHATHOM PHARMACEUTICALS, INC. 2019 EMPLOYEE STOCK PURCHASE PLAN**
(Full Title of the Plans)

**Terrie Curran
President and Chief Executive Officer
Phathom Pharmaceuticals, Inc.
100 Campus Drive, Suite 102
Florham Park, New Jersey 07932
(877) 742-8466**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

**Cheston J. Larson
Matthew T. Bush
Anthony A. Gostanian
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or 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.

Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the above-named plans are granted, exercised and/or distributed.

EXPLANATORY NOTE

This registration statement registers the offer and sale of an additional 5,300,000 shares of common stock of Phathom Pharmaceuticals, Inc. for issuance under the 2019 Incentive Award Plan (the “2019 Plan”) and an additional 332,273 shares of common stock of Phathom Pharmaceuticals, Inc. for issuance under the 2019 Employee Stock Purchase Plan (the “ESPP”). In accordance with Instruction E to Form S-8, the contents of the prior registration statement on Form S-8, File No. 333-234357, filed with the Securities and Exchange Commission (“SEC”) on October 28, 2019 previously filed with respect to the 2019 Plan and the ESPP, are hereby incorporated by reference.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Phathom Pharmaceuticals, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The SEC allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) the Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed by the Registrant with the SEC on March 1, 2022, which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) the Company’s Current Reports on Form 8-K filed by the Registrant with the SEC on [January 25, 2022](#) and [February 9, 2022](#); and
- (c) the description of the Registrant’s common stock set forth in the Registrant’s registration statement on [Form 8-A12B/A](#) (Registration No. 001-39094), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on October 16, 2019, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. 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 other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is incorporated or 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.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
3.1	Amended and Restated Certificate of Incorporation	8-K	001-39094	3.1	10/29/2019	
3.2	Amended and Restated Bylaws	8-K	001-39094	3.1	9/25/2020	
4.1	Form of Common Stock Certificate	S-1/A	333-234020	4.1	10/15/2019	
4.2	Description of Registered Securities	10-K	001-39094	4.6	3/1/2022	
5.1	Opinion of Latham & Watkins LLP					X
10.1	Phathom Pharmaceuticals, Inc. 2019 Incentive Award Plan	S-1/A	333-234020	10.4	10/15/2019	
10.2	Phathom Pharmaceuticals, Inc. 2019 Employee Stock Purchase Plan	S-1/A	333-234020	10.5	10/15/2019	
23.1	Consent of Independent Registered Public Accounting Firm					X
23.3	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto)					X
24.1	Power of Attorney (see signature page)					X
107.1	Filing Fee Table					X

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 Borough of Florham Park, State of New Jersey, on March 10, 2022.

PHATHOM PHARMACEUTICALS, INC.

By: /s/ Terrie Curran

Terrie Curran

President, Chief Executive Officer and Director

Each person whose signature appears below hereby constitutes and appoints Terrie Curran and Anthony Guzzo, and each of them singly (with full power to each of them to act alone), their attorneys-in-fact, each with the full power of substitution, for them in any and all capacities, to sign this registration statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Terrie Curran</u> Terrie Curran	President, Chief Executive Officer and Director (Principal Executive Officer)	March 10, 2022
<u>/s/ Anthony Guzzo</u> Anthony Guzzo	Vice President and Chief Accounting Officer (acting Principal Financial Officer)	March 10, 2022
<u>/s/ Michael F. Cola</u> Michael F. Cola	Director	March 10, 2022
<u>/s/ Heidi Kunz</u> Heidi Kunz	Director	March 10, 2022
<u>/s/ Asit Parikh, M.D., Ph.D.</u> Asit Parikh, M.D., Ph.D.	Director	March 10, 2022
<u>/s/ David Socks</u> David Socks	Director	March 10, 2022
<u>/s/ Mark Stenhouse</u> Mark Stenhouse	Director	March 10, 2022

LATHAM & WATKINS LLP

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March 10, 2022

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Madrid	Washington, D.C.
Milan	

Phathom Pharmaceuticals, Inc.
 100 Campus Drive, Suite 102
 Florham Park, New Jersey 07932

Re: Registration Statement on Form S-8; 5,632,273 Shares of Common Stock, par value \$0.0001 per share

To the addressees set forth above:

We have acted as special counsel to Phathom Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of an additional 5,632,273 shares (the "Shares") of common stock, par value \$0.0001 per share, of the Company, pursuant to the Company's 2019 Incentive Award Plan (the "2019 Plan") and the 2019 Employee Stock Purchase Plan (the "ESPP") and together with the 2019 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 March 10, 2022 (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, other than as expressly stated herein with respect to the issue 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, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate incorporated by reference as an exhibit to the Company's Registration Statement on Form S-1) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, when the Shares have been issued by the Company in the circumstances contemplated by the Plans against requisite payment therefor, 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 General Corporation Law of the State of Delaware.

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 consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Incentive Award Plan and 2019 Employee Stock Purchase Plan of Phathom Pharmaceuticals, Inc. of our report dated March 1, 2022, with respect to the financial statements of Phathom Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey
March 10, 2022

Calculation of Filing Fee Table

Form S-8

(Form Type)

Phathom 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 Share (2)	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Rules 457(c) and 457(h)	5,300,000 shares (3)	\$16.435	\$87,105,500	\$92.70 per \$1,000,000	\$8,074.68
Equity	Common Stock, par value \$0.0001 per share	Rules 457(c) and 457(h)	332,273 shares (4)	\$16.435	\$5,460,907	\$92.70 per \$1,000,000	\$506.23
Total Offering Amounts							\$8,580.91
Total Fee Offsets (5)							\$0
Net Fee Due							\$8,580.91

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also registers an indeterminate number of additional shares that may be issued pursuant to the above-named plans as the result of any future stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.

(2) This estimate is made pursuant to Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$16.435 which is the average of the high and low prices for the registrant’s common stock as reported on The Nasdaq Capital Market on March 8, 2022.

(3) Represents 5,300,000 shares of common stock available for issuance (or that may become available for issuance) under the Phathom Pharmaceuticals, Inc. 2019 Incentive Award Plan pursuant to its terms.

(4) Represents an additional 332,273 shares of common stock available for issuance (or that may become available for issuance) under the Phathom Pharmaceuticals, Inc. 2019 Employee Stock Purchase Plan pursuant to its terms.

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