

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

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

Applied Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

81-3405262

(I.R.S. Employer Identification No.)

**545 Fifth Avenue, Suite 1400
New York, New York**

(Address of Principal Executive Offices)

10017

(Zip Code)

2019 Equity Incentive Plan
(Full title of the plan)

Shoshana Shendelman, Ph.D.
President and Chief Executive Officer
Applied Therapeutics, Inc.
545 Fifth Avenue, Suite 1400
New York, New York 10017
(212) 220-9226

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

Copies to:

Andrea L. Nicolas
Michael J. Schwartz
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, New York 10001
(212) 735-3000

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

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	2,051,261 ⁽²⁾	\$ 18.68 ⁽³⁾	\$ 38,317,555.48 ⁽³⁾	\$ 4,180.45

-
- (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 common stock that become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of Applied Therapeutics, Inc.’s (the “**Registrant**”) outstanding shares of common stock, par value \$0.0001 per share (the “**Common Stock**”).
 - (2) Represents shares of the Common Stock reserved for future grant under the Registrant’s 2019 Equity Incentive Plan (the “**2019 Plan**”). To the extent outstanding awards under the Registrant’s 2016 Equity Incentive Plan terminate by expiration, forfeiture, cancellation or otherwise without the issuance of such shares, the shares of common stock subject to such awards instead will be available for future issuance under the 2019 Plan. The 2019 Plan also provides that an additional number of shares are automatically added annually to the shares authorized for issuance under the 2019 Plan on January 1 of each year, for a period of not more than 10 years, commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the lesser of (a) 5% of the total number of shares of the Common Stock outstanding on December 31 of the preceding calendar year and (b) a number of shares of the Common Stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year. As a result, 926,578 shares were added on January 1, 2020 and 1,124,683 shares were added on January 1, 2021.
 - (3) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of the Common Stock as reported on The Nasdaq Global Market on April 1, 2021.
-
-

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,051,261 shares of Common Stock reserved for issuance under the 2019 Plan. These additional securities are additional securities of the same class as other securities for which a registration statement (File No. 333-231618) on Form S-8 was filed with the Securities and Exchange Commission (the “**Commission**”) on May 20, 2019. These additional securities have become reserved for issuance as a result of the operation of the “evergreen” provision of the 2019 Plan, which provides that the total number of securities subject to the 2019 Plan will be increased on the first day of each calendar year pursuant to specified formulas.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”):

- [the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on March 18, 2021;](#)
- [the Registrant’s Current Report on Form 8-K, filed with the Commission on February 17, 2021; and](#)
- [the description of the Registrant’s common stock contained in its Registration Statement on Form 8-A, filed with the Commission on May 6, 2019, and any amendment or report filed for the purpose of updating such description.](#)

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 deregisters 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 documents 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 herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Exhibit Description
<u>4.1</u>	<u>Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38898), filed with the Commission on May 16, 2019).</u>
<u>4.2</u>	<u>Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38898), filed with the Commission on May 16, 2019).</u>
<u>4.3</u>	<u>Amendment to the Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K (File No. 001-38898), filed with the Commission on March 18, 2021).</u>
<u>4.4</u>	<u>Specimen common stock certificate (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-230838), filed with the Commission on April 24, 2019).</u>
<u>4.5</u>	<u>2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-8 (File No. 333-231618), filed with the Commission on May 20, 2019).</u>
<u>5.1</u>	<u>Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.</u>
<u>23.1</u>	<u>Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm.</u>
<u>23.2</u>	<u>Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>

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 New York, State of New York on April 2, 2021.

Applied Therapeutics, Inc.

By: /s/ SHOSHANA SHENDELMAN
Shoshana Shendelman, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Shoshana Shendelman and Charles Silberstein, and each or any one of them, his or her true and lawful attorney-in-fact and agent, 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 to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange 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 in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 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/ SHOSHANA SHENDELMAN</u> Shoshana Shendelman, Ph.D.	<u>Chief Executive Officer and Director</u> (Principal Executive Officer)	<u>April 2, 2021</u>
<u>/s/ CHARLES SILBERSTEIN</u> Charles Silberstein, M.D.	<u>Chief Financial Officer</u> (Principal Financial and Accounting Officer)	<u>April 2, 2021</u>
<u>/s/ LES FUNTLEYDER</u> Les Funtleyder	<u>Director</u>	<u>April 2, 2021</u>
<u>/s/ STACY J. KANTER</u> Stacy J. Kanter	<u>Director</u>	<u>April 2, 2021</u>
<u>/s/ TEENA LERNER</u> Teena Lerner, Ph.D.	<u>Director</u>	<u>April 2, 2021</u>
<u>/s/ JOEL MARCUS</u> Joel S. Marcus	<u>Director</u>	<u>April 2, 2021</u>
<u>/s/ JAY S. SKYLER</u> Jay S. Skyler, M.D., MACP	<u>Director</u>	<u>April 2, 2021</u>

[LETTERHEAD OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP]

April 2, 2021

Applied Therapeutics, Inc.
545 Fifth Avenue, Suite 1400
New York, New York 10017

Re: Applied Therapeutics, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Applied Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 of the Company (together with the exhibits thereto, the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"), relating to the registration of 2,051,261 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share, available for future issuance under the Company's 2019 Equity Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the Registration Statement in the form to be filed with the Commission on the date hereof;
 - (b) the Plan;
 - (c) an executed copy of a certificate of Shoshana Shendelman, Secretary of the Company, dated the date hereof (the "Secretary's Certificate");
-

(d) a copy of the Company's Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate of Incorporation"), certified by the Secretary of State of the State of Delaware as of April 1, 2021, and certified pursuant to the Secretary's Certificate;

(e) a copy of the Company's Amended and Restated Bylaws (the "Amended and Restated Bylaws"), as amended and in effect as of the date hereof and certified pursuant to the Secretary's Certificate; and

(f) copies of certain resolutions of the Board of Directors of the Company, adopted on April 24, 2019 and March 16, 2021, and certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below, including the facts and conclusions set forth in the Secretary's Certificate.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the opinion stated herein, we have also assumed that (i) an appropriate account statement evidencing the Shares credited to a recipient's account maintained with the Company's transfer agent has been or will be issued by the Company's transfer agent, (ii) the issuance of the Shares will be properly recorded in the books and records of the Company, (iii) each award agreement pursuant to which rights to acquire Shares or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto, (iv) the consideration received by the Company for each of the Shares delivered pursuant to the Plan shall not be less than the per share par value of the Shares and (v) the issuance of the Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when the Shares are issued to the participants in accordance with the terms and conditions of the Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act.

Very truly yours,

MJS

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 Equity Incentive Plan of Applied Therapeutics Inc. of our report dated March 18, 2021, with respect to the financial statements of Applied Therapeutics Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
April 2, 2021
