

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

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

**DICE THERAPEUTICS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**47-2286244**  
(I.R.S. Employer Identification No.)

**400 East Jamie Court, Suite 300  
South San Francisco, CA 94080  
(650) 566-1402**  
(Address of principal executive offices, including zip code)

**2021 Equity Incentive Plan  
2021 Employee Stock Purchase Plan**  
(Full Title of the Plans)

**J. Kevin Judice, Ph.D.  
Chief Executive Officer  
DICE Therapeutics, Inc.  
400 East Jamie Court, Suite 300  
South San Francisco, CA 94080  
(650) 566-1402**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

*Copies to:*

**Amanda L. Rose, Esq.  
Matthew S. Rossiter, Esq.  
Fenwick & West LLP  
555 California Street  
San Francisco, California 94104  
(415) 875-2300**

**Mary Riley  
General Counsel  
DICE Therapeutics, Inc.  
400 East Jamie Court, Suite 300  
South San Francisco, CA 94080  
(650) 566-1402**

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 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 SHARES PURSUANT TO GENERAL INSTRUCTION

DICE Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (a) 2,385,384 additional shares of common stock available for issuance under the Registrant’s 2021 Equity Incentive Plan (the “**2021 EIP**”) pursuant to the provision of the 2021 EIP providing for an annual 5% automatic increase in the number of shares reserved for issuance under the 2021 EIP and (b) 477,076 additional shares of the Registrant’s common stock available for issuance under the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”) pursuant to the provision of the 2021 ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance under the 2021 ESPP.

In accordance with General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on March 28, 2022 (Registration No. 333-263901) and September 15, 2021 (Registration No. 333-259565), to the extent not superseded hereby.

### PART II

#### Information Required in the Registration Statement

##### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) are incorporated herein by reference:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022 filed with the Commission on March 15, 2023 pursuant to Section 13 of the Exchange Act;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (a) above; and
- (c) the description of the Registrant’s common stock contained in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-40291) filed on September 10, 2021 under 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 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 documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report deemed to be furnished but not filed on Form 8-K prior or subsequent to the date hereof shall not be 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

##### Item 5. Interests of Named Experts and Counsel.

Fenwick & West LLP, counsel to the Registrant, beneficially owns an aggregate of less than 0.1% of shares of the Registrant’s capital stock.

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**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Restated Certificate of Incorporation.</a>	10-Q	001-40291	3.1	11/12/2021	
4.2	<a href="#">Restated Bylaws.</a>	8-K	001-40794	3.1	11/17/2022	
5.1	<a href="#">Opinion of Fenwick &amp; West LLP.</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>					X
23.2	<a href="#">Consent of Fenwick &amp; West LLP (included in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>					X
99.1	<a href="#">2021 Equity Incentive Plan.</a>	S-1/A	333-259061	10.3	9/09/2021	
99.2	<a href="#">2021 Employee Stock Purchase Plan.</a>	S-1/A	333-259061	10.4	9/09/2021	
107	<a href="#">Filing Fee Table.</a>					X

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## 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 South San Francisco, State of California, on this 15th day of March, 2023.

### DICE THERAPEUTICS, INC.

By: /s/ J. Kevin Judice, Ph.D.  
J. Kevin Judice, Ph.D.  
*Chief Executive Officer*

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints J. Kevin Judice, Scott Robertson and Mary Riley, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement 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 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 he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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 has been signed by the following persons on behalf of the Registrant in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. Kevin Judice, Ph.D.</u>	Chief Executive Officer and Director	March 15, 2023
J. Kevin Judice, Ph.D.	<i>(Principal Executive Officer)</i>	
<u>/s/ Scott Robertson</u>	Chief Business and Financial Officer	March 15, 2023
Scott Robertson	<i>(Principal Financial and Accounting Officer)</i>	
<u>/s/ Richard Scheller, Ph.D.</u>	Chairman of the Board and Director	March 15, 2023
Richard Scheller, Ph.D.		
<u>/s/ Lisa Bowers</u>	Director	March 15, 2023
Lisa Bowers		
<u>/s/ Mittie Doyle, M.D.</u>	Director	March 15, 2023
Mittie Doyle, M.D.		
<u>/s/ Jim Scopa</u>	Director	March 15, 2023
Jim Scopa		
<u>/s/ Jake Simson, Ph.D.</u>	Director	March 15, 2023
Jake Simson, Ph.D.		
<u>/s/ Sharon Tetlow</u>	Director	March 15, 2023
Sharon Tetlow		



March 15, 2023

DICE Therapeutics, Inc.  
400 East Jamie Court, Suite 300  
South San Francisco, CA 94080

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to DICE Therapeutics, Inc., a Delaware corporation (the “**Company**”), we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on or about March 15, 2023 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 2,862,460 shares (the “**Shares**”) of the Company’s Common Stock, \$0.0001 par value per share (the “**Common Stock**”), that consists of (a) 2,385,384 Shares that are subject to issuance by the Company upon the exercise or settlement of awards (including awards of stock options, restricted stock, stock bonuses, stock appreciation rights, restricted stock units and/or performance shares) to be granted under the 2021 Equity Incentive Plan (the “**2021 EIP**”) and (b) 477,076 Shares that are subject to issuance by the Company pursuant to purchase rights to be granted under the 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”). The 2021 EIP and the 2021 ESPP are each individually referred to herein as a “**Plan**” and collectively referred to in this letter as the “**Plans.**”

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company)

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executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. 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 thereunder.

This opinion is intended solely for your use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of DICE Therapeutics, Inc. of our report dated March 15, 2023, with respect to the consolidated financial statements of DICE Therapeutics, Inc., included in the Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
March 15, 2023

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)

DICE Therapeutics, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	2,385,384(2)	\$26.50(3)	\$63,212,676(3)	\$0.0001102	\$6,967
Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	477,076(4)	\$22.53(5)	\$10,748,523(5)	\$0.0001102	\$1,185
Total Offering Amounts					\$73,961,199	\$N/A	\$8,152
Total Fee Offsets(6)							—
Net Fee Due							\$8,152

- (1) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.
- (2) Represents additional shares of the Registrant's common stock reserved for issuance under the 2021 Equity Incentive Plan ("**2021 Plan**") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2021 Plan.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Stock Market on March 10, 2023.
- (4) Represents additional shares of the Registrant's common stock reserved for issuance under the 2021 Employee Stock Purchase Plan ("**Purchase Plan**") resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the Purchase Plan.
- (5) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Stock Market on March 10, 2023. Under the Purchase Plan, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant's common stock on the offering date or the purchase date, whichever is less.
- (6) The Registrant has no fee offsets.



