

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TRACON PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

8910 University Center Lane, Suite 700
San Diego, California
(Address of Principal Executive Offices)

34-2037594
(I.R.S. Employer Identification No.)

92122
(Zip Code)

2015 Equity Incentive Plan
2015 Employee Stock Purchase Plan
(Full titles of the plans)

Charles P. Theuer, M.D., Ph.D.
President and Chief Executive Officer
TRACON Pharmaceuticals, Inc.
8910 University Center Lane, Suite 700
San Diego, California 92122
(858) 550-0780

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

Copies to:

Sean M. Clayton, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

Patricia L. Bitar, CPA
Chief Financial Officer
TRACON Pharmaceuticals, Inc.
8910 University Center Lane, Suite 700
San Diego, California 92122
(858) 550-0780

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☐ (Do not check if a smaller reporting company)

Smaller reporting company

☒

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee
Common Stock \$0.001 par value per share, to be issued pursuant to the 2015 Equity Incentive Plan	643,388(2)	\$4.04	\$2,599,287.52	\$301.26
Common Stock \$0.001 par value per share, to be issued pursuant to the 2015 Employee Stock Purchase Plan	160,847(3)	\$4.04	\$649,821.88	\$75.32

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement includes such indeterminate number of additional shares as may be issued as a result of an adjustment to the shares by reason of a stock split, stock dividend or similar capital adjustment, as required by the plans.
- (2) Represents 643,388 shares automatically added to the shares authorized for issuance under the TRACON Pharmaceuticals, Inc. 2015 Equity Incentive Plan, as amended December 14, 2015 (the “2015 EIP”) on January 1, 2017, pursuant to the “evergreen” provision contained in the 2015 EIP.
- (3) Represents 160,847 shares automatically added to the shares authorized for issuance under the TRACON Pharmaceuticals, Inc. 2015 Employee Stock Purchase Plan, as amended (the “2015 ESPP”) on January 1, 2017 pursuant to the “evergreen” provision contained in the 2015 ESPP.
- (4) This estimate is computed in accordance with Rule 457(h) and (c) under the Securities Act solely for the purpose of calculating the registration fee, and is based on the average of the high and low prices of the registrant’s common stock on February 27, 2017 as reported on the Nasdaq Global Market.

INCORPORATION OF DOCUMENTS BY REFERENCE

This registration statement is being filed for the purpose of registering additional securities of the same class as other securities for which a registration statement of TRACON Pharmaceuticals, Inc. (the “Registrant”) on Form S-8 relating to the same employee benefit plans are effective. In accordance with General Instruction E to Form S-8, the contents of the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission on January 30, 2015 (File No. 333-201808) and February 19, 2016 (File No. 333-209592) are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 San Diego, State of California, on this 28th day of February, 2017.

TRACON PHARMACEUTICALS, INC.

Date: February 28, 2017

By: /s/ Charles P. Theuer, M.D., Ph.D.
Charles P. Theuer, M.D., Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Charles P. Theuer, MD., Ph.D. and Patricia L. Bitar, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, 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, 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/ Charles P. Theuer, M.D., PH.D.</u> Charles P. Theuer, MD., PH.D.	President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	February 28, 2017
<u>/s/ Patricia L. Bitar, CPA</u> Patricia L. Bitar, CPA	Chief Financial Officer, Assistant Secretary and Treasurer <i>(Principal Financial and Accounting Officer)</i>	February 28, 2017
<u>/s/ William R. LaRue</u> William R. LaRue	Member of the Board of Directors	February 28, 2017
<u>/s/ Martin A. Mattingly, PHARM D.</u> Martin A. Mattingly, PHARM D.	Member of the Board of Directors	February 28, 2017
<u>/s/ J. Rainer Twiford, J.D., PH.D.</u> J. Rainer Twiford, J.D., PH.D.	Member of the Board of Directors	February 28, 2017
<u>/s/ Paul Walker</u> Paul Walker	Member of the Board of Directors	February 28, 2017
<u>/s/ Stephen T. Worland, PH.D.</u> Stephen T. Worland, PH.D.	Member of the Board of Directors	February 28, 2017

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1(1)	Amended and Restated Certificate of Incorporation
4.2(1)	Amended and Restated Bylaws
4.3(2)	Form of Common Stock Certificate
5.1	Opinion of Cooley LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
99.1(3)	TRACON Pharmaceuticals, Inc. 2015 Equity Incentive Plan and Forms of Stock Option Grant Notice, Stock Option Agreement, Notice of Exercise and Restricted Stock Unit Agreement thereunder, as amended December 14, 2015.
99.2(4)	TRACON Pharmaceuticals, Inc. 2015 Employee Stock Purchase Plan
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(1)	Incorporated by reference to TRACON Pharmaceuticals, Inc.'s Current Report on Form 8-K, filed with the SEC on February 4, 2015.
(2)	Incorporated by reference to TRACON Pharmaceuticals, Inc.'s Registration Statement on Form S-1 (File No. 333-201280), as amended.
(3)	Incorporated by reference to the TRACON Pharmaceuticals, Inc.'s Current Report on Form 8-K, filed with the SEC on December 17, 2015.
(4)	Incorporated by reference to TRACON Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 14, 2015.



Sean M. Clayton
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sclayton@cooley.com

February 28, 2017

TRACON Pharmaceuticals, Inc.
8310 University Center Lane, Suite 700
San Diego, California 92122

Ladies and Gentlemen:

You have requested our opinion, as counsel to TRACON PHARMACEUTICALS, INC., a Delaware corporation (the "Company"), with respect to certain matters in connection with the filing by the Company of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission, covering the offering of an aggregate of up to 804,235 shares of the Company's Common Stock, \$0.001 par value (the "Shares"), including 643,388 shares issuable pursuant to the Company's 2015 Equity Incentive Plan (the "Incentive Plan") and 160,847 shares issuable pursuant to the Company's 2015 Employee Stock Purchase Plan (the "Employee Plan").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Incentive Plan, the Employee Plan, the Company's Amended and Restated Certificate of Incorporation and Bylaws, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in accordance with the Incentive Plan or the Employee Plan, as applicable, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements under the Incentive Plan which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Sean M. Clayton
Sean M. Clayton

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Equity Incentive Plan and 2015 Employee Stock Purchase Plan of TRACON Pharmaceuticals, Inc. of our report dated February 28, 2017, with respect to the consolidated financial statements of TRACON Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
February 28, 2017