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

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

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**Forty Seven, Inc.**

(Exact name of Registrant as specified in its charter)

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

**47-4065674**  
(I.R.S. Employer  
Identification No.)

**1490 O'Brien Drive, Suite A  
Menlo Park, California 94025  
(650) 352-4150**  
(Address of principal executive offices) (Zip code)

**Forty Seven, Inc. 2015 Equity Incentive Plan  
Forty Seven, Inc. 2018 Equity Incentive Plan  
Forty Seven, Inc. 2018 Employee Stock Purchase Plan**  
(Full titles of the plans)

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**Mark A. McCamish, M.D.  
President and Chief Executive Officer  
Forty Seven, Inc.  
1490 O'Brien Drive, Suite A  
Menlo Park, California 94025  
(650) 352-4150**

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

*Copies to:*  
**Eric C. Jensen  
John T. McKenna  
Ryan M. Spiers  
Cooley LLP  
3175 Hanover Street  
Palo Alto, California 94304  
(650) 843-5000**

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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,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) 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, par value \$0.0001 per share				
– 2018 Equity Incentive Plan	3,000,000 (2)(3)	\$16.00 (7)	\$48,000,000	\$5,976
– 2018 Employee Stock Purchase Plan	450,000 (4)(5)	\$13.60 (8)	\$6,120,000	\$762
– 2015 Equity Incentive Plan	3,363,968 (6)	\$6.17 (9)	\$20,755,683	\$2,585
<b>Total</b>	<b>6,813,968</b>		<b>\$74,875,683</b>	<b>\$9,323</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Represents shares reserved for future issuance pursuant to stock options and restricted stock unit awards under the Registrant’s 2018 Equity Incentive Plan (the “**2018 Plan**”).
- (3) The number of shares reserved for issuance under the 2018 Plan will automatically increase on January 1st each year, starting on January 1, 2019 and continuing through January 1, 2028, by the lesser of (a) five percent (5%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the immediately preceding calendar year and (b) a number determined by the Registrant’s board of directors.
- (4) Represents shares of common stock reserved for future issuance under the Registrant’s 2018 Employee Stock Purchase Plan (the “**2018 ESPP**”).
- (5) The number of shares reserved for issuance under the 2018 ESPP will automatically increase on January 1st each year, starting on January 1, 2019 and continuing through January 1, 2028, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, (b) 450,000 shares of common stock or (c) a number determined by the Registrant’s board of directors.
- (6) Represents shares of common stock issuable upon exercise of stock options outstanding under the 2015 Equity Incentive Plan (the “**2015 Plan**”) as of the date of this Registration Statement.
- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$16.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-225390) declared effective on June 27, 2018.
- (8) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the initial public offering price of \$16.00 per share of common stock as set forth in the Registrant’s Registration Statement on Form S-1 (File No. 333-225390) declared effective on June 27, 2018 multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2018 ESPP.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price for outstanding options granted pursuant to the 2015 Plan.

## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Forty Seven, Inc. (the “*Registrant*”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The Registrant’s prospectus filed on June 28, 2018 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statements on Form S-1 (File Nos. 333-225390 and 333-225933), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.

(b) The description of the Registrant’s Common Stock which is contained in a registration statement on Form 8-A filed on June 22, 2018 (File No. 001-38554) under the Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendment or report filed for the purpose of updating such description.

(c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. 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 that 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 4. DESCRIPTION OF SECURITIES

See the description of the Registrant’s common stock contained in the Registration Statement on Form S-1 (File No. 333-225390).

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Registrant’s amended and restated certificate of incorporation that will be in effect upon the closing of the initial public offering permits indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law, and the Registrant’s amended and restated bylaws that will be in effect upon the closing of the initial public offering provide that the Registrant will indemnify its directors and executive officers and permit the Registrant to indemnify its other officers, employees and other agents, in each case to the maximum extent permitted by the Delaware General Corporation Law.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS**

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant, as amended and as currently in effect.</a>	S-1	333-225390	3.1	June 18, 2018
4.2	<a href="#">Form of Amended and Restated Certificate of Incorporation of the Registrant, to become effective upon the closing of the Registrant's initial public offering.</a>	S-1	333-225390	3.2	June 1, 2018
4.3	<a href="#">Amended and Restated Bylaws of Forty Seven, Inc., as currently in effect.</a>	S-1	333-225390	3.3	June 1, 2018
4.4	<a href="#">Form of Amended and Restated Bylaws of the Registrant, to be effective upon the closing of the Registrant's initial public offering.</a>	S-1	333-225390	3.4	June 1, 2018
4.5	<a href="#">Form of Common Stock Certificate.</a>	S-1	333-225390	4.1	June 1, 2018
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
23.2*	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>				
99.1	<a href="#">Forty Seven, Inc. 2015 Equity Incentive Plan, as amended.</a>	S-1	333-225390	10.2	June 18, 2018
99.2	<a href="#">Forms of Stock Option Grant Notice and Notice of Exercise under the 2015 Equity Incentive Plan.</a>	S-1	333-225390	10.3	June 18, 2018
99.3	<a href="#">Forty Seven, Inc. 2018 Equity Incentive Plan.</a>	S-1	333-225390	10.4	June 18, 2018
99.4	<a href="#">Forms of Stock Option Grant Notice and Notice of Exercise under the 2018 Equity Incentive Plan.</a>	S-1	333-225390	10.5	June 18, 2018
99.5	<a href="#">Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Equity Incentive Plan.</a>	S-1	333-225390	10.6	June 18, 2018
99.6	<a href="#">Forty Seven, Inc. 2018 Employee Stock Purchase Plan.</a>	S-1	333-225390	10.7	June 18, 2018

\* Filed herewith

## ITEM 9. UNDERTAKINGS

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Menlo Park, State of California, on this 28<sup>th</sup> day of June, 2018.

### FORTY SEVEN, INC.

By: /s/ Mark A. McCamish  
Mark A. McCamish, M.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 Mark A. McCamish and Ann D. Rhoads, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, 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 his, her or their substitute or substitutes, 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/ Mark A. McCamish</u> Mark A. McCamish, M.D.	President, Chief Executive Officer ( <i>Principal Executive Officer</i> )	June 28, 2018
<u>/s/ Ann D. Rhoads</u> Ann D. Rhoads	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	June 28, 2018
<u>/s/ Kristine M. Ball</u> Kristine M. Ball	Director	June 28, 2018
<u>/s/ Jeffrey W. Bird</u> Jeffrey W. Bird, M.D.	Director	June 28, 2018
<u>/s/ Ian T. Clark</u> Ian T. Clark	Director	June 28, 2018
<u>/s/ Dennis J. Henner</u> Dennis J. Henner, Ph.D.	Director	June 28, 2018
<u>/s/ Ravindra Majeti</u> Ravindra Majeti, M.D.	Director	June 28, 2018
<u>/s/ Christopher J. Schaepe</u> Christopher J. Schaepe	Director	June 28, 2018
<u>/s/ Irving L. Weissman</u> Irving L. Weissman, M.D.	Director	June 28, 2018



John T. McKenna  
+1 650 843 5059  
jmckenna@cooley.com

June 28, 2018

Forty Seven, Inc.  
1490 O'Brien Drive, Suite A  
Menlo Park, CA 94025

Ladies and Gentlemen:

We have acted as counsel to Forty Seven, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to (a) 3,363,968 shares of common stock, par value \$0.0001 per share, (the "**2015 EIP Shares**") issuable pursuant to the Company's 2015 Equity Incentive Plan, as amended, (the "**2015 EIP**") (b) 3,000,000 shares of common stock, par value \$0.0001 per share (the "**2018 EIP Shares**") issuable pursuant to the Company's 2018 Equity Incentive Plan (the "**2018 EIP**") and (c) 450,000 shares of common stock (together with the 2015 EIP Shares and the 2018 EIP Shares, the "**Shares**") issuable pursuant to the Company's 2018 Employee Stock Purchase Plan (together with the Company's 2015 EIP and 2018 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem 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 sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, 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/ John T. McKenna  
John T. McKenna

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Forty Seven, Inc. 2015 Equity Incentive Plan, the Forty Seven, Inc. 2018 Equity Incentive Plan, and the Forty Seven, Inc. 2018 Employee Stock Purchase Plan of Forty Seven Inc. of our report dated March 22, 2018 (except for the last paragraph of Note 1, as to which the date is June 15, 2018), with respect to the financial statements of Forty Seven, Inc. for the years ended December 31, 2017 and 2016 included in its Registration Statement on Form S-1 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
June 25, 2018