

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

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

BRIDGEBIO PHARMA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

84-1850815
(I.R.S. Employer Identification No.)

**3160 Porter Drive, Suite 250
Palo Alto, CA**
(Address of Principal Executive Offices)

94304
(Zip Code)

2021 AMENDED AND RESTATED BRIDGEBIO PHARMA, INC. STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)

**Brian C. Stephenson
Chief Financial Officer
BridgeBio Pharma, Inc.
3160 Porter Drive, Suite 250
Palo Alto, CA 94304**
(Name and address of agent for service)

(650) 391-9740
(Telephone number, including area code, of agent for service)

Copies to:

**Mitchell S. Bloom, Esq.
Maggie L. Wong, Esq.
Natalie T. Martirosian, Esq.
Goodwin Procter LLP
3 Embarcadero Center, 28th Floor
San Francisco, CA 94111
Telephone: (415) 733-6000**

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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 E**

Pursuant to General Instruction E of Form S-8, BridgeBio Pharma, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 6,500,000 additional shares of its common stock reserved and available for issuance under the 2021 Amended and Restated BridgeBio Pharma, Inc. Stock Option and Incentive Plan (formerly known as the Amended and Restated BridgeBio Pharma, Inc. 2019 Stock Option and Incentive Plan) (the “2021 Plan”), which was approved by the Registrant’s stockholders at the Registrant’s 2024 Annual Meeting of Stockholders on June 21, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement. The contents of the Registrant’s Registration Statements on Form S-8 (File Nos. [333-232491](#), [333-236872](#), [333-239718](#), [333-252394](#), [333-263009](#) and [333-269600](#)), filed with the Commission on July 1, 2019, March 4, 2020, July 7, 2020, January 25, 2021, February 25, 2022 and February 6, 2023, respectively, are hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

| Exhibit No. | Description |
|-----------------------|---|
| 4.1 | Form of Amended and Restated Certificate of Incorporation of the Registrant (1) |
| 4.2 | Form of Amended and Restated Bylaws of the Registrant (2) |
| 4.3 | Specimen Common Stock Certificate (3) |
| 5.1* | Opinion of Goodwin Procter LLP |
| 23.1* | Consent of Independent Registered Public Accounting Firm to BridgeBio Pharma, Inc. |
| 23.2* | Consent of Goodwin Procter LLP (included in Exhibit 5.1) |
| 24.1* | Power of Attorney (included on signature page) |
| 99.1 | 2021 Amended and Restated BridgeBio Pharma, Inc. Stock Option and Incentive Plan and forms of award agreements thereunder (4) |
| 107* | Filing Fee Table |

* Filed herewith.

- (1) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on July 3, 2019 and incorporated herein by reference.
 - (2) Filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-4, filed on November 6, 2020 and incorporated herein by reference.
 - (3) Filed as Exhibit 4.1 to the Registrant's Amendment No. 3 to Registration Statement on Form S-1, filed on June 24, 2019 and incorporated herein by reference.
 - (4) Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed on August 1, 2024 and incorporated herein by reference.
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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 Palo Alto, State of California, this 1st day of August, 2024.

BRIDGEBIO PHARMA, INC.

By: /s/ Neil Kumar
Neil Kumar, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Neil Kumar and Brian C. Stephenson as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, 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 all documents in connection therewith, with the Securities and Exchange Commission granting unto each 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 and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 in the capacities and on the date indicated below.

| Signature | Title | Date |
|---|--|----------------|
| <u>/s/ Neil Kumar</u> Neil Kumar, Ph.D. | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | August 1, 2024 |
| <u>/s/ Brian C. Stephenson</u> Brian C. Stephenson, Ph.D., CFA | Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | August 1, 2024 |
| <u>/s/ Eric Aguiar</u> Eric Aguiar, M.D. | Director | August 1, 2024 |
| <u>/s/ Jennifer E. Cook</u> Jennifer E. Cook | Director | August 1, 2024 |
| <u>/s/ Douglas A. Dachille</u> Douglas A. Dachille | Director | August 1, 2024 |
| <u>/s/ Ronald J. Daniels</u> Ronald J. Daniels | Director | August 1, 2024 |
| <u>/s/ Andrea J. Ellis</u> Andrea J. Ellis | Director | August 1, 2024 |

| | | |
|---|----------|----------------|
| <hr/> <i>/s/ Fred Hassan</i> Fred Hassan | Director | August 1, 2024 |
| <hr/> <i>/s/ Charles Homcy</i> Charles Homcy, M.D. | Director | August 1, 2024 |
| <hr/> <i>/s/ Andrew W. Lo</i> Andrew W. Lo, Ph.D. | Director | August 1, 2024 |
| <hr/> <i>/s/ Frank P. McCormick</i> Frank P. McCormick, Ph.D. | Director | August 1, 2024 |
| <hr/> <i>/s/ James C. Momtazee</i> James C. Momtazee | Director | August 1, 2024 |
| <hr/> <i>/s/ Ali J. Satvat</i> Ali J. Satvat | Director | August 1, 2024 |
| <hr/> <i>/s/ Randal W. Scott</i> Randal W. Scott, Ph.D. | Director | August 1, 2024 |
| <hr/> <i>/s/ Hannah A. Valantine</i> Hannah A. Valantine, M.D. | Director | August 1, 2024 |



Goodwin Procter LLP
Three Embarcadero Center
San Francisco, CA 94111
goodwinlaw.com
+1 415 733 6000

August 1, 2024

BridgeBio Pharma, Inc.
3160 Porter Drive, Suite 250
Palo Alto, CA 94304

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 6,500,000 shares (the "Shares") of common stock, par value \$0.001 per share ("Common Stock"), of BridgeBio Pharma, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Amended and Restated Stock Option and Incentive Plan (formerly known as the Amended and Restated BridgeBio Pharma, Inc. 2019 Stock Option and Incentive Plan (the "2021 Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the 2021 Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 22, 2024, relating to the financial statements of BridgeBio Pharma, Inc. and the effectiveness of BridgeBio Pharma, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of BridgeBio Pharma, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP
San Francisco, California
August 1, 2024

Calculation of Filing Fee Tables

S-8

BridgeBio Pharma, Inc.

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------|--|----------------------|-------------------|--|----------------------------------|-----------|----------------------------|
| 1 Equity | Common Stock, \$0.001 par value per share, 2021 Amended and Restated Stock Option and Incentive Plan | Other | 6,500,000 | \$ 26.60 | 172,900,000.00 | 0.0001476 | \$ 25,520.04 |
| Total Offering Amounts: | | | | | \$ | | \$ 25,520.04 |
| | | | | | 172,900,000.00 | | |
| Total Fee Offsets: | | | | | | | \$ 0.00 |
| Net Fee Due: | | | | | | | \$ 25,520.04 |

Offering Note

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(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any 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) Proposed Maximum Offering Price Per Unit estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on the average of the high and low sales prices of the registrant's common stock, as quoted on the Nasdaq Global Select Market on July 29, 2024.

(3) Amount registered represents 6,500,000 additional shares of common stock that were added to the shares authorized for issuance under the 2021 Amended and Restated Stock Option and Incentive Plan (the "2021 Plan") on June 21, 2024 pursuant to stockholder approval of the 2021 Plan, as amended and restated.