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

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

Enliven Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-1523849
(I.R.S. Employer
Identification No.)

**6200 Lookout Road
Boulder, CO 80301
(720) 647-8519**
(Address of Principal Executive Offices, including zip code)

**Enliven Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan
Enliven Therapeutics, Inc. 2020 Employee Stock Purchase Plan**
(Full title of the plan)

**Samuel Kintz
President and Chief Executive Officer
Enliven Therapeutics, Inc.
6200 Lookout Road
Boulder, CO 80301
(720) 647-8519**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Tony Jeffries, Esq.
Jennifer Knapp, Esq.
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
1881 9th Street, Suite 110
Boulder, CO 80302
(303) 256-5900**

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 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.

EXPLANATORY NOTE

Enliven Therapeutics, 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 (i) 1,857,489 additional shares of Common Stock reserved for issuance under the Registrant’s Amended and Restated 2020 Equity Incentive Plan (the “**2020 Plan**”) and (ii) 407,133 additional shares of Common Stock reserved for issuance under the Registrant’s 2020 Employee Stock Purchase Plan (the “**2020 ESPP**”).

The number of shares of Common Stock reserved and available for issuance under the 2020 Plan is subject to an automatic annual increase on the first day of each fiscal year during the term of the plan, beginning with the fiscal year commencing on January 1, 2024, and continuing for each fiscal year until, and including, the fiscal year commencing on January 1, 2032, equal to the least of (i) 4.5% of the number of shares of the Registrant’s Common Stock outstanding on the first day of such fiscal year or (ii) an amount determined by the Registrant’s board of directors; provided that, subject to certain capitalization adjustments, up to 4,275,000 shares of Common Stock may be granted as “incentive stock options” under the 2020 Plan.

The number of shares of Common Stock reserved and available for issuance under the 2020 ESPP is subject to an annual increase on the first day of each fiscal year, beginning with the fiscal year commencing on January 1, 2024 and ending with the fiscal year commencing on January 1, 2043, equal to the least of (i) 407,133 shares of Common Stock, (ii) 1% of the number of shares of Common Stock outstanding on such date and (iii) an amount determined by the Registrant’s board of directors.

Accordingly, contents of (i) the previous registration statement on Form S-8 filed by the Registrant with the Commission on [March 12, 2020](#) (File No. 333-237117), (ii) the previous registration statement on Form S-8 filed by the Registrant with the Commission on [August 6, 2021](#) (File No. 333-258538), (iii) the previous registration statement on Form S-8 filed by the Registrant with the Commission on [March 15, 2022](#) (File No. 333-263554) and (iv) the previous registration statement on Form S-8 filed by the Registrant with the Commission on [March 1, 2023](#) (File No. 333-270188), (together, the “**Previous Forms S-8**”), including the information incorporated by reference therein and the periodic reports filed after the Previous Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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 previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on March 14, 2024;
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (1) above; and
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s registration statement on [Form 8-A](#), filed with the Commission on March 9, 2020 pursuant to Section 12(b) of the Exchange Act, and as set forth by the description of the Registrant’s Common Stock set forth in the Registrant’s registration statement on [Form S-4/A](#), filed with the Commission on January 9, 2023, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed 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 herein or in any subsequently filed document which 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.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of Common Stock offered hereby will be passed upon for the Registrant by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Boulder, CO. Investment funds associated with Wilson Sonsini Goodrich & Rosati, Professional Corporation, hold an aggregate of 31,070 shares of Common Stock, which represent less than 1% of the Registrant's outstanding shares of Common Stock.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the Delaware General Corporation Law ("DGCL") empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under

Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's restated certificate of incorporation contains provisions that eliminate, to the maximum extent permitted by the DGCL, the personal liability of directors and executive officers for monetary damages for breach of their fiduciary duties as a director or officer. The Registrant's restated certificate of incorporation provides that the Registrant shall indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by the DGCL.

However, the DGCL prohibits the Registrant from limiting the liability of directors for (i) any breach of a director's duty of loyalty to the Registrant or to the Registrant's stockholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) unlawful payment of dividends or unlawful stock repurchases or redemptions, and (iv) any transaction from which a director derived an improper personal benefit.

If Delaware law is amended to authorize corporate action further eliminating or limiting the personal liability of a director, then the liability of the Registrant's directors will be eliminated or limited to the fullest extent permitted by Delaware law, as so amended. The Registrant's restated certificate of incorporation does not eliminate a director's duty of care and, in appropriate circumstances, equitable remedies, such as injunctive or other forms of nonmonetary relief, remain available under Delaware law. It also does not affect a director's responsibilities under any other laws, such as the federal securities laws or other state or federal laws. Under the Registrant's restated certificate of incorporation, the Registrant will also be empowered to enter into indemnification agreements with its directors, officers, employees and other agents and to purchase insurance on behalf of any person whom the Registrant is required or permitted to indemnify.

The Registrant entered into indemnification agreements with its directors and executive officers, in addition to the indemnification provided for in its restated certificate of incorporation, and intends to enter into indemnification agreements with any new directors and executive officers in the future. These agreements provide for the indemnification of such persons for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were serving in such capacity. The Registrant believes that these restated certificate of incorporation provisions and indemnification agreements are necessary to attract and retain qualified persons as directors, officers and employees.

The Registrant has purchased and intends to maintain insurance on behalf of any person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

The limitation of liability and indemnification provisions in the Registrant's restated certificate of incorporation may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit the Registrant and its stockholders. A stockholder's investment may be harmed to the extent the Registrant pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrant's directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File Number</u>	<u>Exhibit Number</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
4.1	Form of Specimen Common Stock Certificate (incorporated by reference)	S-3	333-272909	4.1	June 23, 2023	
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation					X
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm					X
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)					X
24.1	Power of Attorney (included on the signature page hereto)					X
99.1	The Registrant's Amended and Restated 2020 Equity Incentive Plan (incorporated by reference)	8-K	001-39247	10.2	March 1, 2023	
99.2	Form of Stock Option Agreement under the Registrant's Amended and Restated 2020 Equity Incentive Plan (incorporated by reference)	S-1	333-236465	10.5	February 14, 2020	
99.3	Form of Restricted Stock Unit Agreement under the Registrant's Amended and Restated 2020 Equity Incentive Plan (incorporated by reference)	10-K	001-39247	10.7	March 15, 2022	
99.4	The Registrant's Amended 2020 Employee Stock Purchase Plan	10-K	001-39247	10.3	March 14, 2024	
107.1	Filing Fee Table					X

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(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)(1)(i) and (a)(1)(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.

(2) 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 therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) 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.

(b) 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 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 therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) 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 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 Boulder, State of Colorado, on March 14, 2024.

ENLIVEN THERAPEUTICS, INC.

By: /s/ Samuel Kintz

Samuel Kintz
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Samuel Kintz and Benjamin Hohl, and each of them, as 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 to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 and about the premises, as fully for all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ Samuel Kintz</u> Samuel Kintz	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2024
<u>/s/ Benjamin Hohl</u> Benjamin Hohl	Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2024
<u>/s/ Richard Heyman</u> Richard Heyman, Ph.D.	Chairman of the Board of Directors and Director	March 14, 2024
<u>/s/ Rahul Ballal</u> Rahul Ballal, Ph.D.	Director	March 14, 2024
<u>/s/ Jacob Bauer</u> Jacob Bauer	Director	March 14, 2024
<u>/s/ Mika Derynck</u> Mika Derynck, M.D.	Director	March 14, 2024

/s/ Rishi Gupta
Rishi Gupta, J.D.

Director

March 14, 2024

/s/ Joseph P. Lyssikatos
Joseph P. Lyssikatos, Ph.D.

Chief Scientific Officer and Director

March 14, 2024

/s/ Andrew Phillips
Andrew Phillips, Ph.D.

Director

March 14, 2024



Wilson Sonsini Goodrich & Rosati
Professional Corporation

1881 9th Street, Suite 110
Boulder, CO 80302-5148

O: 303-256-5900
F: 866-974-7329

March 14, 2024

Enliven Therapeutics, Inc.
6200 Lookout Road
Boulder, CO 80301

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Enliven Therapeutics, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**"), on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "**Act**"), of shares of your common stock, par value \$0.001 per share (the "**Shares**"), consisting of: (i) 1,857,489 shares of common stock to be issued under the Company's Amended and Restated 2020 Equity Incentive Plan (the "**2020 Plan**"); and (ii) 407,133 shares of common stock to be issued under the Company's Amended 2020 Employee Stock Purchase Plan (the "**2020 ESPP**") and together with the 2020 Plan, the "**Plans**"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

* * *

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE



We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 14, 2024, relating to the financial statements of Enliven Therapeutics, Inc. appearing in the Annual Report on Form 10-K of Enliven Therapeutics, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

San Francisco, California

March 14, 2024

Calculation of Filing Fee

Form S-8
(Form Type)Enliven Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, reserved for issuance pursuant to the Registrant's Amended and Restated 2020 Equity Incentive Plan (the "2020 Plan")	Other	1,857,489 (2)	\$12.88 (3)	\$23,924,458.32	0.00014760	\$3,531.26
Equity	Common Stock, par value \$0.001 per share, reserved for issuance pursuant to the Registrant's 2020 Employee Stock Purchase Plan (the "2020 ESPP")	Other	407,133 (4)	\$10.95 (5)	\$4,458,106.35	0.00014760	\$658.02
Total Offering Amounts					\$28,382,564.67		\$4,189.28
Total Fee Offsets							—
Net Fee Due							\$4,189.28

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the Registrant's common stock, par value \$0.001 per share (the "Common Stock") that become issuable with respect to the securities identified in the above table under the 2020 Plan and the 2020 ESPP 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 outstanding shares of Common Stock.
- (2) Represents an automatic increase of 1,857,489 on January 1, 2024 to the number of shares of Common Stock reserved for issuance under the 2020 Plan for issuance upon the exercise or settlement of awards that may be granted under the 2020 Plan, which annual increase is provided for in the 2020 Plan.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$12.88 per share, which is the average of the high and low prices of Common Stock, as reported on The Nasdaq Global Select Market, on March 12, 2024, which date is within five business days prior to the filing of this Registration Statement.
- (4) Represents an automatic increase of 407,133 on January 1, 2024 to the number of shares of Common Stock reserved for issuance under the 2020 ESPP, which annual increase is provided for in the 2020 ESPP.
- (5) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$10.95 per share, which is the average of the high and low prices of Common Stock, as reported on The Nasdaq Global Select Market, on March 12, 2024, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the minimum percentage of the price per share applicable to purchases under the 2020 ESPP. Pursuant to the 2020 ESPP, the purchase price of the Common Stock reserved for issuance thereunder will be 85% of the lesser of the closing price of the common stock on (i) the first business day of the applicable offering period and (ii) the last business day of the applicable offering period.