

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

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

CIDARA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-1537286

(I.R.S. Employer Identification No.)

**6310 Nancy Ridge Drive, Suite 101
San Diego, California**

(Address of Principal Executive Offices)

92121

(Zip Code)

**Cidara Therapeutics, Inc. 2015 Equity Incentive Plan
Cidara Therapeutics, Inc. 2015 Employee Stock Purchase Plan**
(Full titles of the plans)

Jeffrey Stein, Ph.D.
President and Chief Executive Officer
Cidara Therapeutics, Inc.
6310 Nancy Ridge Drive, Suite 101
San Diego, California 92121
(858) 752-6170

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

Copies to:

Charles J. Bair, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

Jeffrey Stein, Ph.D.
President and Chief Executive Officer
Cidara Therapeutics, Inc.
6310 Nancy Ridge Drive, Suite 101
San Diego, California 92121

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

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

This Registration Statement on Form S-8 is being filed by Cidara Therapeutics, Inc. (the “**Registrant**”) for the purpose of registering (i) an additional 2,714,546 shares of the Registrant’s Common Stock, par value \$0.0001 per share (“**Common Stock**”), under the Registrant’s 2015 Equity Incentive Plan (the “**2015 Plan**”), pursuant to the provisions of the 2015 Plan providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2015 Plan, and (ii) 490,336 additional shares of Common Stock under the Registrant’s 2015 Employee Stock Purchase Plan (the “**2015 ESPP**”) pursuant to the provisions of the 2015 ESPP providing for an automatic increase in the number of shares of Common Stock reserved and available for issuance under the 2015 ESPP.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plans is effective.

The Registrant’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on [April 15, 2015](#) (File No. 333-203434), [March 18, 2016](#) (File No. 333-210263), [March 15, 2017](#) (File No. 333-216722), [November 8, 2018](#) (File No. 333-228282), [May 9, 2019](#) (File No. 333-231326), [March 4, 2020](#) (File No. 333-236874) and [February 25, 2021](#) (File No. 333-253545).

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on April 24, 2015).
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K, filed on April 24, 2015).
4.3	Certificate of Designation of Preferences, Rights and Limitations of Series X Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, filed on May 21, 2018).
4.4	Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-202740), as amended, originally filed on March 13, 2015).
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1	2015 Equity Incentive Plan and Form of Grant Notice, Stock Option Agreement and Notice of Exercise thereunder (incorporated by reference to Exhibit 99.2 to the Registrant’s Registration Statement on Form S-8 (File No. 333-203434), filed on April 15, 2015).
99.2	2015 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1 (File No. 333-202740), as amended, originally filed on March 13, 2015).
107	Filing Fee Table.

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 San Diego, State of California, on March 7, 2022.

CIDARA THERAPEUTICS, INC.

By: /s/ Jeffrey Stein, Ph.D.
Jeffrey Stein, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey Stein, Ph.D. and Preetam Shah, Ph.D. 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 his or her 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 file the same, with 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 and about the premises, 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 either of them, or his substitute or substitutes, 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Stein, Ph.D.</u> Jeffrey Stein, Ph.D.	President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	March 7, 2022
<u>/s/ Preetam Shah, Ph.D., MBA</u> Preetam Shah, Ph.D., MBA	Chief Financial Officer and Chief Business Officer <i>(Principal Financial Officer)</i>	March 7, 2022
<u>/s/ Brady Johnson</u> Brady Johnson	Vice President, Finance <i>(Principal Accounting Officer)</i>	March 7, 2022
<u>/s/ Daniel D. Burgess</u> Daniel D. Burgess	Chairman of the Board of Directors	March 7, 2022
<u>/s/ Bonnie Bassler, Ph.D.</u> Bonnie Bassler, Ph.D.	Member of the Board of Directors	March 7, 2022
<u>/s/ Carin Canale-Theakston</u> Carin Canale-Theakston	Member of the Board of Directors	March 7, 2022
<u>/s/ Timothy R. Franson, M.D.</u> Timothy R. Franson, M.D.	Member of the Board of Directors	March 7, 2022
<u>/s/ David Gollaher, Ph.D.</u> David Gollaher, Ph.D.	Member of the Board of Directors	March 7, 2022
<u>/s/ Chrysa Mineo</u> Chrysa Mineo	Member of the Board of Directors	March 7, 2022
<u>/s/ Theodore R. Schroeder</u> Theodore R. Schroeder	Member of the Board of Directors	March 7, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Cidara 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	
Fees to be Paid	Equity	Cidara Therapeutics, Inc. 2015 Equity Incentive Plan Common Stock, \$0.0001 par value per share	457(c) and 457(h)	2,714,546 ⁽²⁾	\$0.695 ⁽³⁾	\$1,886,610	0.0000927	\$175	
Fees to be Paid	Equity	Cidara Therapeutics, Inc. 2015 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	457(c) and 457(h)	490,336 ⁽⁴⁾	\$0.695 ⁽³⁾	\$340,784	0.0000927	\$32	
	Total Offering Amounts						\$2,227,394		\$207
	Total Fee Offsets								–
	Net Fee Due								\$207

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share (“Common Stock”), of Cidara Therapeutics, Inc. (the “Registrant”) that become issuable under the Cidara Therapeutics, Inc. 2015 Equity Incentive Plan (the “2015 Plan”) and the Cidara Therapeutics, Inc. 2015 Employee Stock Purchase Plan (the “2015 ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2015 Plan on January 1, 2022 pursuant to an “evergreen” provision contained in the 2015 Plan. Pursuant to such provision, on January 1 of each calendar year through 2025, the number of shares authorized for issuance under the 2015 Plan is automatically increased by a number equal to the lesser of: (a) 4% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant’s board of directors (the “Board”) for the applicable year.
- (3) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on February 28, 2022, as reported on the Nasdaq Global Market.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2015 ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2015 ESPP. Pursuant to such provision, on January 1 of each calendar year through 2025, the number of shares authorized for issuance under the 2015 ESPP is automatically increased by a number equal to the lesser of: (a) 1% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; (b) 490,336 shares; or (c) a lesser number of shares of Common Stock as is determined by the Board that is less than (a) and (b).

Charles J. Bair
+1 858 550 6142
cbair@cooley.com

March 7, 2022

Cidara Therapeutics, Inc.
6310 Nancy Ridge Drive, Suite 101
San Diego, California 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion, as counsel to Cidara Therapeutics, 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 3,204,882 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share (the "Common Stock"), consisting of 2,714,546 shares of Common Stock issuable pursuant to the Company's 2015 Equity Incentive Plan (the "2015 Plan") and 490,336 shares of Common Stock issuable pursuant to the Company's 2015 Employee Stock Purchase Plan (together with the 2015 Plan, the "Plans").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Plans, the Company's Amended and Restated Certificate of Incorporation, and Amended and Restated Bylaws, each as currently in effect, and 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 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).



Cidara Therapeutics, Inc.
March 7, 2022
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Charles J. Bair
Charles J. Bair

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6420 f: (858) 550-6000 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 2015 Equity Incentive Plan and 2015 Employee Stock Purchase Plan of Cidara Therapeutics, Inc. of our report dated March 7, 2022, with respect to the consolidated financial statements of Cidara Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
March 7, 2022