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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PLIANT THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-4272481
(I.R.S. Employer
Identification Number)

**260 Littlefield Avenue
South San Francisco, California
94080 (650) 481-6770**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Bernard Coulie, M.D., Ph.D.
President and Chief Executive Officer
Pliant Therapeutics, Inc.
260 Littlefield Avenue

South San Francisco, California 94080 (650) 481-6770

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

Copies to:

Sharon R. Flanagan, Esq.
Carlton Fleming, Esq.
Sidley Austin LLP
555 California Street
Suite 2000
San Francisco, California
94104
(415) 772-1200

Mike Ouimette, Esq.
General Counsel and Corporate Secretary
Pliant Therapeutics, Inc.
260 Littlefield Avenue
South San Francisco, California
94080
(650) 481-6770

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: 333-257684

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV(A) of Form S-3, the Registrant is filing this Registration Statement on Form S-3 to register the offer and sale of an additional \$17,500,020 of its securities. This Registration Statement relates to the Registrant's Registration Statement on Form S-3 (File No. 333-257684) (the "Prior Registration Statement"), initially filed on July 2, 2021, as amended and declared effective by the Securities and Exchange Commission on May 31, 2022. The required opinion and consents are filed herewith. The additional amount of securities that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining securities available to be sold under the Prior Registration Statement. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

- (a) Exhibits. All exhibits filed with or incorporated by reference in the Registration Statement on Form S-3 (File No. 333-257684) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Sidley Austin LLP
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Sidley Austin LLP (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference from the signature page to the Registration statement on Form S-3, File No. 333-257684)
107*	Filing Fee Table

* Filed herewith.

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of South San Francisco, State of California, on January 24, 2023.

PLIANT THERAPEUTICS, INC.

/s/ Bernard Coulie

By: Bernard Coulie, M.D., Ph.D.

Title: President and Chief Executive Officer

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.

Signature	Title	Date
<u>/s/ Bernard Coulie</u> Bernard Coulie, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	January 24, 2023
<u>/s/ Keith Cummings</u> Keith Cummings, M.D., MBA	Chief Financial Officer (Principal Financial and Accounting Officer)	January 24, 2023
<u>*</u> Hoyoung Huh, M.D., Ph.D.	Chairman of the Board, Director	January 24, 2023
<u>*</u> Suzanne Bruhn, Ph.D.	Director	January 24, 2023
<u>*</u> Gayle Crowell	Director	January 24, 2023
<u>*</u> John Curnutte, M.D.	Director	January 24, 2023
<u>*</u> Katharine Knobil, M.D.	Director	January 24, 2023
<u>*</u> David Pyott	Director	January 24, 2023
<u>*</u> Smital Shah, MBA	Director	January 24, 2023

*By: /s/ Bernard Coulie

Name: Bernard Coulie, M.D., Ph.D.

Title: Attorney-in-Fact

SIDLEY

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AMERICA • ASIA PACIFIC • EUROPE

January 24, 2023

Pliant Therapeutics, Inc.
260 Littlefield Avenue
South San Francisco, California 94080

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-3 (the "Additional Registration Statement") to be filed by Pliant Therapeutics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of \$17,500,020 of shares of its Common Stock, \$0.0001 par value per share, that may be sold by the Company, including pursuant to the exercise of the underwriters' option to purchase additional shares under the Underwriting Agreement (as defined below), (such shares of Common Stock are collectively referred to herein as the "Shares"). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-3, File No. 333-257684, filed by the Company with the Commission under the Securities Act, as amended to the date hereof (as so amended, the "Original Registration Statement"). This opinion letter is in addition to our opinion letter that was filed as Exhibit 5.1 to the Original Registration Statement. The Shares are to be sold by the Company pursuant to an underwriting agreement dated January 24, 2023 (the "Underwriting Agreement") among the Company and the Underwriters named therein.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Additional Registration Statement, the Original Registration Statement, the Underwriting Agreement, the Company's amended and restated certificate of incorporation and the resolutions adopted by the board of directors of the Company and the transaction committee thereof established by such board relating to the Additional Registration Statement, the Original Registration Statement and the issuance of the shares of Common Stock, including the Shares, by the Company contemplated by the Original Registration Statement and the Additional Registration Statement. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity

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with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on and subject to the foregoing and the other limitations, qualifications and assumptions set forth herein, we are of the opinion that:

1. The issuance and sale of 583,334 of the Shares covered by the Additional Registration Statement pursuant to the Underwriting Agreement have been duly authorized by the Company, and such Shares will be validly issued, fully paid and non-assessable when certificates representing such Shares shall have been duly executed, countersigned and registered and duly delivered to the purchasers thereof against payment of the agreed consideration therefor in an amount not less than the par value thereof or, if any such Shares are to be issued in uncertificated form, the Company's books shall reflect the issuance of such Shares to the purchasers thereof against payment of the agreed consideration therefor in an amount not less than the par value thereof, in accordance with the Underwriting Agreement.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Additional Registration Statement and to all references to our Firm included in or made a part of the Additional Registration Statement. 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 Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated February 28, 2022, relating to the financial statements of Pliant Therapeutics, Inc. and the effectiveness of Pliant Therapeutics, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Pliant Therapeutics, Inc. for the year ended December 31, 2021. We also consent to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

San Francisco, California
January 24, 2023

Calculation of Filing Fee Tables

Form S-3
(Form Type)Pliant 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	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee(2)
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share	457(o)	(1)	(1)	(1)		
Fees to Be Paid	Equity	Preferred Stock, par value \$0.0001 per share	457(o)	(1)	(1)	(1)		
Fees to Be Paid	Debt	Debt Securities	457(o)	(1)	(1)	(1)		
Fees to Be Paid	Other	Warrants	457(o)	(1)	(1)	(1)		
Fees to Be Paid	Other	Units	457(o)	(1)	(1)	(1)		
Fees to Be Paid	Unallocated (Universal) Shelf	Unallocated (Universal) Shelf	457(o)	(1)	(1)	\$17,500,020	0.00011020	\$1,928.50
	Total Offering Amounts					\$17,500,020		\$1,928.50
	Total Fees Previously Paid							—
	Total Fee Offsets							—
	Net Fee Due							\$1,928.50

- (1) The Registrant previously registered the offer and sale of certain securities, including its common stock, par value \$0.0001 per share (the “Common Stock”), preferred stock, par value \$0.0001 per share (the “Preferred Stock”), debt securities (the “Debt Securities”), warrants to purchase shares of Common Stock, shares of Preferred Stock or Debt Securities (the “Warrants”) and units representing ownership of a share of Common Stock, a share of Preferred Stock, a Debt Security and a Warrant in any combination (the “Units” and, collectively with the Common Stock, the Preferred Stock, the Debt Securities and the Warrants, the “Securities”), having a proposed maximum aggregate offering price of \$500,000,000 pursuant to its effective shelf registration statement on Form S-3 (File No. 333-257684), filed with the Securities and Exchange Commission (the “SEC”) on July 2, 2021, as amended by Post-Effective Amendment No. 2 thereto, filed with the SEC on March 1, 2022, and Post-Effective Amendment No. 3 thereto, filed with the SEC on July 11, 2022 (as amended, the “Prior Registration Statement”). As of the date hereof, a balance of \$270,000,000 of the Securities remains unsold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV(A) of Form S-3, the Registrant is hereby registering the offer and sale of an additional \$17,500,020 aggregate maximum amount of the Securities. The additional amount of the Securities that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining Securities available to be sold under the Prior Registration Statement.
- (2) Calculated in accordance with Rule 457(o) under the Securities Act. Represents the registration fee only for the additional securities being registered.