

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 23, 2023**

**PLIANT THERAPEUTICS, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39303**  
(Commission  
File Number)

**47-4272481**  
(IRS Employer  
Identification No.)

**260 Littlefield Avenue,  
South San Francisco, CA**  
(Address of Principal Executive Offices)

**94080**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (650) 481-6770**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	PLRX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On January 23, 2023, Pliant Therapeutics, Inc. (the “Company”) issued a press release announcing the commencement of an underwritten public offering of its common stock, par value \$0.0001 per share (the “Common Stock”), 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 “Registration Statement”).

Pursuant to that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated July 2, 2021 (the “Sales Agreement”), by and between the Company and Cantor Fitzgerald & Co. (the “Agent”), the Company may offer and sell, from time to time, shares of its Common Stock through the Agent in an “at the market offering” (each, an “ATM Offering”), as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement included a sales agreement prospectus, pursuant to which the Company may conduct such ATM Offerings for an aggregate offering price of up to \$150.0 million (the “Sales Agreement Prospectus”). From July 2, 2021 to January 23, 2023, no shares of Common Stock were sold pursuant to the Sales Agreement or the Sales Agreement Prospectus. The Company terminated the Sales Agreement Prospectus on January 23, 2023, but the Sales Agreement remains in full force and effect. The Company will not make any sales of its shares of Common Stock pursuant to the Sales Agreement unless and until a new sales agreement prospectus or prospectus supplement is filed.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, which is being made only by means of a written prospectus meeting the requirements of Section 10 of the Securities Act, nor shall there be any sale of the Company’s securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLIANT THERAPEUTICS, INC.

Date: January 23, 2023

By: /s/ Keith Cummings  
Keith Cummings, M.D., MBA  
Chief Financial Officer