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

FORM S-8

**Registration Statement
Under The Securities Act of 1933**

JOUNCE THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-4870634
(I.R.S. Employer
Identification No.)

**780 Memorial Drive
Cambridge, Massachusetts**
(Address of principal executive offices)

02139
(Zip Code)

**Jounce Therapeutics, Inc. 2017 Stock Option and Incentive Plan
Jounce Therapeutics, Inc. 2017 Employee Stock Purchase Plan
Stock Option Inducement Award**
(Full title of the plan)

Richard Murray, Ph.D.
Chief Executive Officer and President
Jounce Therapeutics, Inc.
780 Memorial Drive
Cambridge, Massachusetts 02139
(Name and address of agent for service)

(857) 259-3840
(Telephone number, including area code, for agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See 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="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" 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.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 with respect to the inducement stock option award of nonqualified stock options to purchase 225,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), granted by Jounce Therapeutics, Inc. (the "Registrant") to an employee of the Registrant on May 1, 2021 (the "Inducement Award") covered by this Registration Statement was included in the documents sent or given to the recipient of the Inducement Award covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The information required by Item 2 with respect to the Inducement Award was included in the documents sent or given to the recipient of the Inducement Award covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement on Form S-8 is being filed to register an additional 2,050,601 shares of Common Stock of the Registrant issuable under the 2017 Option Plan, an additional 512,650 shares of Common Stock issuable under the 2017 ESPP and an aggregate of 225,000 shares of Common Stock issuable pursuant to the Inducement Award.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as filed with the SEC on March 2, 2022 including the information specifically incorporated by reference into the Annual Report on Form 10-K from our definitive proxy statement for the 2022 Annual Meeting of Stockholders;
- The description of our common stock contained in our Registration Statement on Form 8-A filed with the SEC on January 25, 2017, including any amendments or reports filed for the purpose of updating such description;
- the Registration Statement on Form S-8, File No. 333-215794, filed by the Registrant with the Securities and Exchange Commission on January 27, 2017 relating to the 2017 Option Plan and 2017 ESPP, except for Item 8, Exhibits;
- the Registration Statement on Form S-8, File No. 333-223519, filed by the Registrant with the Securities and Exchange Commission on March 8, 2018 relating to the 2017 Option Plan and 2017 ESPP, except for Item 8, Exhibits;
- the Registration Statement on Form S-8, File No. 333-230088, filed by the Registrant with the Securities and Exchange Commission on March 6, 2019 relating to the 2017 Option Plan and 2017 ESPP, except for Item 8, Exhibits; and
- the Registration Statement on Form S-8, File No. 333-236687, filed by the Registrant with the Securities and Exchange Commission on February 27, 2020 relating to the 2017 Option Plan and 2017 ESPP, except for Item 8, Exhibits.
- the Registration Statement on Form S-8, File No. 333-253496, filed by the Registrant with the Securities and Exchange Commission on February 25, 2021 relating to the 2017 Option Plan and 2017 ESPP, except for Item 8, Exhibits.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby 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 part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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.

Wilmer Cutler Pickering Hale & Dorr LLP has opined as to the legality of the securities being offered by this registration statement.

Item 6. Indemnification of Directors and Officers.

The following summary is qualified in its entirety by reference to the complete Delaware General Corporation Law ("DGCL") and the Registrant's certificate of incorporation and our amended and restated by-laws.

Section 145 of the DGCL provides, generally, that a corporation shall have the power 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, suit or proceeding (except actions by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation against all expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such 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 his or her conduct was unlawful. A corporation may similarly indemnify such person for expenses actually and reasonably incurred by such person in connection with the defense or settlement of any action or suit by or in the right of the corporation, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in the case of claims, issues and matters as to which such person shall have been adjudged liable to the corporation, provided that a court shall have determined, upon application, that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 102(b)(7) of the DGCL provides, generally, that our certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision may 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 shareholders, (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. No such provision may eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision became effective. These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the Registrant's amended and restated by-laws provide that:

- the Registrant will indemnify its directors, officers and, in the discretion of its board of directors, certain employees to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
- the Registrant will advance reasonable expenses, including attorneys' fees, to its directors and, in the discretion of its board of directors, to our officers and certain employees, in connection with legal proceedings relating to their service for or on behalf of the Registrant, subject to limited exceptions.

The Registrant has entered into indemnification agreements with each of its directors and certain of its executive officers. These agreements provide that the Registrant will indemnify each of its directors, certain of its executive officers and, at times, their affiliates to the fullest extent permitted by Delaware law. The Registrant will advance expenses, including attorneys' fees (but excluding judgments, fines and settlement amounts), to each indemnified director, executive officer or affiliate in connection with any proceeding in which indemnification is available and the Registrant will indemnify our directors and officers for any action or proceeding arising out of that person's services as a director or officer brought on behalf of the Registrant or in furtherance of the Registrant's rights. Additionally, certain of the Registrant's directors or officers may have certain rights to indemnification, advancement of expenses or insurance provided by their affiliates or other third parties, which indemnification relates to and might apply to the same proceedings arising out of such director's or officer's services as a director referenced herein. Nonetheless, the Registrant has agreed in the indemnification agreements that its obligations to those same directors or officers are primary and any obligation of such affiliates or other third parties to advance expenses or to provide indemnification for the expenses or liabilities incurred by those directors are secondary.

The Registrant also maintain general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K (File No. 001-37998) filed March 8, 2018)
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K (File No. 001-37998) filed March 8, 2018)
4.3	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 (File No. 333-215372) filed December 30, 2016)
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24.1	Power of Attorney (included on the signature page of this registration statement)
99.1	Jounce Therapeutics, Inc. 2017 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-215372) filed January 17, 2017)
99.2	Jounce Therapeutics, Inc. 2017 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37998) filed November 13, 2017)
99.3	Form of Non-Qualified Stock Option Agreement Inducement Grant for Employees (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q (File No. 001-37998) filed August 5, 2021)
107*	Filing Fee Table

* Filed herewith

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 of 1933;

(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) (§ 230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(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 (i) and (ii) of this section do not apply if the registration statement is on Form S-8 (§ 239.16b of this chapter), and 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 Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 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 Cambridge, Commonwealth of Massachusetts on this 2nd day of March, 2022.

JOUNCE THERAPEUTICS, INC.

By: /s/ Richard Murray
Richard Murray, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Jounce Therapeutics, Inc., hereby severally constitute and appoint Richard Murray and Kim C. Drapkin and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Jounce Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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/ Richard Murray</u> Richard Murray, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2022
<u>/s/ Kim C. Drapkin</u> Kim C. Drapkin	Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 2, 2022
<u>/s/ Perry A. Karsen</u> Perry A. Karsen	Chairman of the Board of Directors	March 2, 2022
<u>/s/ Luis A. Diaz, Jr.</u> Luis A. Diaz, Jr., M.D.	Director	March 2, 2022
<u>/s/ Barbara Duncan</u> Barbara Duncan	Director	March 2, 2022
<u>/s/ J. Duncan Higgons</u> J. Duncan Higgons	Director	March 2, 2022
<u>/s/ Robert Iannone</u> Robert Iannone, M.D., M.S.C.E.	Director	March 2, 2022
<u>/s/ Robert Kamen</u> Robert Kamen, Ph.D.	Director	March 2, 2022
<u>/s/ Jigar Raythatha</u> Jigar Raythatha	Director	March 2, 2022
<u>/s/ Luisa Salter-Cid</u> Luisa Salter-Cid, Ph.D.	Director	March 2, 2022

Calculation of Filing Fee Table

Form S-8

(Form Type)

Jounce Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rate	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	Other	2,563,251 ⁽²⁾	\$7.31 ⁽³⁾	\$18,737,364.81	\$92.70 per \$1,000,000	\$1,736.95
Equity	Common Stock, par value \$0.001 per share	Other	225,000 ⁽⁴⁾	9.43 ⁽⁵⁾	\$2,121,750.00	\$92.70 per \$1,000,000	\$196.69
Total Offering Amounts					\$20,859,114.81		\$1,933.64
Total Fee Offsets							\$0.00
Net Fee Due							\$1,933.64

- (1) In accordance with Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 2,050,601 shares of Common Stock authorized for issuance under the Jounce Therapeutics, Inc. 2017 Stock Option and Incentive Plan (the "2017 Option Plan") and 512,650 shares of Common Stock authorized for issuance under the Jounce Therapeutics, Inc. 2017 Employee Stock Purchase Plan, as amended (the "2017 ESPP").
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on February 25, 2022.
- (4) Consists of shares issuable under new hire inducement stock option award which was granted by the Registrant on May 1, 2021 in accordance with Nasdaq Listing Rule 5635(c)(4).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of the exercise price per share of the option outstanding under the inducement stock option award.

March 2, 2022

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wilmerhale.com

Jounce Therapeutics, Inc.
780 Memorial Drive
Cambridge, MA 02139

Re: Registration Statement on Form S-8; 2017 Stock Option and Incentive Plan; 2017 Employee Stock Purchase Plan; Inducement Award Shares (as defined below)

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to (i) an aggregate of 2,050,601 shares (the "Plan Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of Jounce Therapeutics, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2017 Stock Option and Incentive Plan (the "2017 Plan"), (ii) an aggregate of 512,650 shares (the "ESPP Shares") of Common Stock pursuant to the 2017 Employee Stock Purchase Plan (together with the 2017 Plan, the "Plans"), and (iii) 225,000 shares of Common Stock (the "Inducement Award Shares," and collectively with the Plan Shares and ESPP Shares, the "Shares") pursuant to an inducement stock option agreement between the Company and Dmitri Wiederschain, Ph.D., entered into in connection with Dr. Wiederschain's commencement of employment with the Company (the "Inducement Award Agreement").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans and the Inducement Award Agreement, as applicable, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

Jounce Therapeutics, Inc.
March 2, 2022
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We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans and the Inducement Award Agreement, as applicable, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Rosemary G. Reilly
Rosemary G. Reilly, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Jounce Therapeutics, Inc. 2017 Stock Option and Incentive Plan, the Jounce Therapeutics, Inc. 2017 Employee Stock Purchase Plan and the Stock Option Inducement Award of our report dated March 2, 2022, with respect to the consolidated financial statements of Jounce 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

Boston, Massachusetts
March 2, 2022