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

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

TANGO THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-1195036
(I.R.S. Employer
Identification No.)

**100 Binney St., Suite 700
Cambridge, MA**
(Address of Principal Executive Offices)

02142
(Zip Code)

**Tango Therapeutics, Inc. 2021 Stock Option and Incentive Plan
Tango Therapeutics, Inc. 2021 Employee Stock Purchase Plan**
(Full title of the plan)

Barbara Weber, M.D.
President and Chief Executive Officer
Tango Therapeutics, Inc.
100 Binney St., Suite 700
Cambridge, MA 02142
(Name and address of agent for service)

(857) 320-4900
(Telephone number, including area code, of agent for service)

With a copy to:

Mitchell S. Bloom, Esq.
William D. Collins, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
Tel: (617) 570-1000

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

Accelerated filer

Non-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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed to register the offer and sale of (i) an additional 4,377,321 shares of the Registrant's common stock, \$0.001 par value per share ("Common Stock"), to be issued under the Registrant's 2021 Stock Option and Incentive Plan and (ii) an additional 875,464 shares of the Registrant's Common Stock, to be issued under the Registrant's 2021 Employee Stock Purchase Plan. This Registration Statement incorporates by reference the contents of the registration statement on [Form S-8](#), File No. 333-260258, filed by the Registrant on October 14, 2021, relating to the Registrant's 2021 Stock Option and Incentive Plan and 2021 Employee Stock Purchase Plan pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Refer to the Exhibit Index on the next page for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<u>Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-1 filed with the SEC on September 10, 2021).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's registration statement on Form S-8 filed with the SEC on October 14, 2021).</u>
4.3	<u>Specimen Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.5 to the Registrant's registration statement on Form S-4/A filed with the SEC on July 15, 2021).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>Tango Therapeutics, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on August 13, 2021).</u>
99.2	<u>Forms of Award Agreements under the Tango Therapeutics, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed with the SEC on August 13, 2021).</u>
99.3	<u>Tango Therapeutics, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed with the SEC on August 13, 2021).</u>
107*	<u>Filing Fee Table.</u>

* 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-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, State of Massachusetts, on March 28, 2022.

Tango Therapeutics, Inc.

By: /s/ Barbara Weber

Name: Barbara Weber

Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Barbara Weber and Daniella Beckman, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act, (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all 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 attorney-in-fact and agent, 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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barbara Weber</u> Barbara Weber	President, Chief Executive Officer and Director (Principal Executive Officer)	March 28, 2022
<u>/s/ Daniella Beckman</u> Daniella Beckman	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 28, 2022
<u>/s/ Alexis Borisy</u> Alexis Borisy	Director	March 28, 2022
<u>/s/ Lesley Calhoun</u> Lesley Calhoun	Director	March 28, 2022
<u>/s/ Aaron Davis</u> Aaron Davis	Director	March 28, 2022
<u>/s/ Reid Huber</u> Reid Huber	Director	March 28, 2022
<u>/s/ Malte Peters</u> Malte Peters	Director	March 28, 2022
<u>/s/ Mace Rothenberg</u> Mace Rothenberg	Director	March 28, 2022

March 28, 2022

Tango Therapeutics, Inc.
100 Binney St., Suite 700
Cambridge, MA 02142

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 5,252,785 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Tango Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan and 2021 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Tango Therapeutics, Inc. of our report dated March 28, 2022 relating to the financial statements, which appears in Tango Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 28, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Tango 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2021 Stock Option and Incentive Plan Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)(1)	4,377,321(2)	\$7.50(3)	\$32,829,907.50	\$0.0000927	\$3,043.34
Equity	2021 Employee Stock Purchase Plan Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)(1)	875,464(4)	\$6.38(5)	\$5,585,460.32	\$0.0000927	\$517.78
Total Offering Amounts					\$38,415,367.82		
Total Fee Offsets						—	—
Net Fee Due							\$3,561.12

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.001 par value per share (the “common stock”), of Tango Therapeutics, Inc. (the “Registrant”) which become issuable under the Tango Therapeutics, Inc. 2021 Stock Option and Incentive Plan (the “2021 Plan”) or the Tango Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents an automatic increase of 4,377,321 shares of common stock to the number of shares available for issuance under the 2021 Plan effective as of January 1, 2022. Shares available for issuance under the 2021 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on October 14, 2021 (File No. 333-260258).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$7.50, the average of the high and low sale prices of the Registrant’s common stock as reported on the Nasdaq Global Market on March 24, 2022.
- (4) Represents an automatic increase of 875,464 shares of common stock to the number of shares available for issuance under the 2021 ESPP effective as of January 1, 2022. Shares available for issuance under the 2021 ESPP were previously registered on Form S-8 filed with the Securities and Exchange Commission on October 14, 2021 (File No. 333-260258).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on 85% of \$7.50, the average of the high and low sale prices of the Registrant’s common stock as reported on the Nasdaq Global Market on March 24, 2022. Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be at a maximum discount of 15% of the fair market value of a share of common stock on the first trading day of the applicable offering period or on the last trading day of the applicable offering period, whichever is less.