

**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.)

**201 Brookline Ave., Suite 901  
Boston, MA**  
(Address of Principal Executive Offices)

**02215**  
(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.**  
**201 Brookline Ave., Suite 901**  
**Boston, MA 02215**  
(Name and address of agent for service)

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

*Copies to:*

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

**Douglas Barry, Esq.**  
**General Counsel**  
**Tango Therapeutics, Inc.**  
**201 Brookline Avenue, Suite 901**  
**Boston, MA 02215**  
**(857) 320-4900**

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.

## EXPLANATORY NOTE AND STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of (i) registering the offer and sale of an additional 5,110,138 shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), to be issued under the Registrant’s 2021 Stock Option and Incentive Plan and (ii) registering the offer and sale of an additional 949,873 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 statements on Form S-8, filed by the Registrant on [October 14, 2021](#) (File No. 333-260258), [March 28, 2022](#) (File No. 333-263893) and [February 7, 2023](#) (File No. 333-269620), 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.

See the Exhibit Index for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

#### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#">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 Commission on September 10, 2021).</a>
4.2	<a href="#">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 Commission on October 14, 2021).</a>
4.3	<a href="#">Specimen common stock certificate (incorporated by reference to Exhibit 4.5 to the Registrant’s registration statement on Form S-4/A, filed with the Commission on July 16, 2021).</a>
4.4	<a href="#">Description of Securities (incorporated by reference to Exhibit 4.2 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Commission on March 28, 2022).</a>
5.1*	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1*	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
23.2*	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>
24.1	<a href="#">Power of attorney (included on signature page).</a>
99.1	<a href="#">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).</a>
99.2	<a href="#">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).</a>
99.3	<a href="#">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).</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## 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 Boston, Commonwealth of Massachusetts, on the 18th day of March, 2024.

### Tango Therapeutics, Inc.

By: /s/ Barbara Weber

Name: Barbara Weber, M.D.

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, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2024
<u>/s/ Daniella Beckman</u> Daniella Beckman	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 18, 2024
<u>/s/ Alexis Borisy</u> Alexis Borisy	Director	March 18, 2024
<u>/s/ Lesley Calhoun</u> Lesley Calhoun	Director	March 18, 2024
<u>/s/ John Ketchum</u> John Ketchum	Director	March 18, 2024
<u>/s/ Kanishka Pothula</u> Kanishka Pothula	Director	March 18, 2024
<u>/s/ Malte Peters</u> Malte Peters, M.D.	Director	March 18, 2024
<u>/s/ Mace Rothenberg</u> Mace Rothenberg, M.D.	Director	March 18, 2024



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

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+1 617 570 1000

March 18, 2024

Tango Therapeutics, Inc.  
201 Brookline Ave., Suite 901  
Boston, MA 02215

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 6,060,011 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 opinion 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.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

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 18, 2024 relating to the financial statements, which appears in Tango Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
March 18, 2024

## Calculation of Filing Fee Tables

**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	<b>2021 Stock Option and Incentive Plan</b> Common Stock, \$0.001 par value per share	457(c) and 457(h)(1)	5,110,138 shares <sup>(2)</sup>	\$9.12 <sup>(3)</sup>	\$46,604,458	\$0.00014760	\$6,878.82
Equity	<b>2021 Employee Stock Purchase Plan</b> Common Stock, \$0.001 par value per share	457(c) and 457(h)(1)	949,873 shares <sup>(4)</sup>	\$7.76 <sup>(5)</sup>	\$7,371,014	\$0.00014760	\$1,087.96
Total Offering Amounts					\$53,975,473		\$7,966.78
Total Fee Offsets							\$0
Net Fee Due							\$7,966.78

- (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 (“Common Stock”) 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 the Registrant’s 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 5,110,138 shares of common stock to the number of shares available for issuance under the 2021 Plan effective as of January 1, 2024. 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), March 28, 2022 (File No. 333-263893) and February 7, 2023 (File No. 333-269620).
- (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 \$9.12, the average of the high and low sale prices of the Registrant’s common stock as reported on the Nasdaq Global Market on March 15, 2024.
- (4) Represents an automatic increase of 949,873 shares of common stock to the number of shares available for issuance under the 2021 ESPP effective as of January 1, 2024. 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), March 28, 2022 (File No. 333-263893) and February 7, 2023 (File No. 333-269620).
- (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 \$9.12, the average of the high and low sale prices of the Registrant’s common stock as reported on the Nasdaq Global Market on March 15, 2024. 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.