

---

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

---

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

---

**Design Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**82-3929248**  
(I.R.S. Employer  
Identification No.)

**6005 Hidden Valley Road, Suite 110  
Carlsbad, California**  
(Address of Principal Executive Offices)

**92011**  
(Zip Code)

---

**2021 Equity Incentive Plan  
2021 Employee Stock Purchase Plan**  
(Full titles of the plans)

---

**Pratik Shah, Ph.D.**  
**President, Chief Executive Officer and Chairperson**  
**Design Therapeutics, Inc.**  
**6005 Hidden Valley Road, Suite 110**  
**Carlsbad, California 92011**  
**(858) 293-4900**

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

---

*Copies to:*  
**Kenneth J. Rollins, Esq.**  
**Asa M. Henin, Esq.**  
**Cooley LLP**  
**10265 Science Center Drive**  
**San Diego, California 92121**  
**(858) 550-6000**

---

---

---

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	<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.

.

---

## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective.

The Registrant previously registered shares of Common Stock for issuance under its 2021 Equity Incentive Plan and its 2021 Employee Stock Purchase Plan under Registration Statements on Form S-8, filed with the Securities and Exchange Commission on [March 26, 2021](#) (File No. 333-254794) and [March 10, 2022](#) (File No. 333-263427) and [March 14, 2023](#) (File No. 333-270527). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

### PART II

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the registrant with the Securities and Exchange Commission (SEC) are incorporated by reference into this registration statement:

- the registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the SEC on March 19, 2024; and
- the description of the registrant's common stock contained in the registrant's registration statement on [Form 8-A](#), filed with the SEC on March 23, 2021, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than Current Reports furnished under Item 2.02 or Item 7.01 of exhibits furnished on such form that relate to such items and other portions of documents that are furnished but not filed or are otherwise not incorporated into registration statements pursuant to the applicable rules promulgated by the SEC, after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this registration statement, except as so modified or superseded.

#### ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K, filed with the SEC on March 30, 2021).</a>
4.2	<a href="#">Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of Registrant's Current Report on Form 8-K, filed with the SEC on March 30, 2021).</a>
4.3	<a href="#">Form of Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-253954), filed with the SEC on March 22, 2021).</a>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1.</a>
24.1	<a href="#">Power of Attorney. Reference is made to the signature page hereto.</a>

- 99.1 [Design Therapeutics, Inc. 2021 Equity Incentive Plan, and Forms of Option Grant Notice, Option Agreement and Notice of Exercise thereunder \(incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-253954\), filed with the SEC on March 22, 2021\).](#)
- 99.2 [Design Therapeutics, Inc. 2021 Employee Stock Purchase Plan \(incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-253954\), filed with the SEC on March 22, 2021\).](#)
- 107 [Filing Fee Table.](#)

## 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 Carlsbad, State of California, on March 19, 2024.

### DESIGN THERAPEUTICS, INC.

By: /s/Pratik Shah, Ph.D.  
 Pratik Shah, Ph.D.  
 President, Chief Executive Officer and Chairperson

### POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Pratik Shah, Ph.D., as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Pratik Shah, Ph.D.</u> Pratik Shah, Ph.D.	President, Chief Executive Officer and Chairperson <i>(Principal Executive and Financial Officer)</i>	March 19, 2024
<u>/s/ Julie Burgess</u> Julie Burgess	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 19, 2024
<u>/s/ Simeon George, M.D.</u> Simeon George, M.D.	Director	March 19, 2024
<u>/s/ Stella Xu, Ph.D.</u> Stella Xu, Ph.D.	Director	March 19, 2024
<u>/s/ Rodney Lappe, Ph.D.</u> Rodney Lappe, Ph.D.	Director	March 19, 2024
<u>/s/ John Schmid</u>	Director	March 19, 2024

John Schmid

/s/ Arsani William, M.D.  
Arsani William, M.D.

Director

March 19, 2024

/s/ Heather Berger, Ph.D.  
Heather Berger, Ph.D.

Director

March 19, 2024

/s/ Deepa Prasad  
Deepa Prasad

Director

March 19, 2024

---



March 19, 2024

Design Therapeutics, Inc.  
6005 Hidden Valley Road, Suite 110  
Carlsbad, CA 92011

Ladies and Gentlemen:

We have acted as counsel to Design Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 3,388,414 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share (the "**Common Stock**"), consisting of (a) 2,823,679 shares of Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan (the "**Incentive Plan**") and (b) 564,735 shares of Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.



We consent to the filing of this opinion as an exhibit to the 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 of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Kenneth J. Rollins  
Kenneth J. Rollins

Cooley LLP 10265 Science Center Drive San Diego, CA 92121  
t: (858) 550-6000 f: (858) 550-6420 cooley.com

---

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of Design Therapeutics, Inc. of our report dated March 19, 2024, with respect to the financial statements of Design Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California  
March 19, 2024

---



**Calculation of Filing Fee Tables**

Form S-8  
(Form Type)

Design Therapeutics, Inc.  
(Exact name of Registrant as Specified in its Charter)

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2021 Equity Incentive Plan	Other <sup>(2)</sup>	2,823,679 shares <sup>(3)</sup>	\$2.59	\$7,313,329	0.00014760	\$1,080
	Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2021 Employee Stock Purchase Plan	Other <sup>(2)</sup>	564,735 shares <sup>(4)</sup>	\$2.59	\$1,462,664	0.00014760	\$216
<b>Total Offering Amounts</b>					--	\$8,775,993	--	\$1,296
<b>Total Fees Previously Paid</b>					--	--	--	--
<b>Total Fee Offsets</b>					--	--	--	--
<b>Net Fee Due</b>					--	--	--	\$1,296

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock (“Common Stock”) of Design Therapeutics, Inc. (the “Registrant”) that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”), or the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on March 14, 2024, as reported by The Nasdaq Global Select Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2024 pursuant to an “evergreen” provision contained in the 2021 Plan. Pursuant to such provision, on January 1<sup>st</sup> of each year commencing in 2022 and ending on (and including) January 1, 2031, the number of shares authorized for issuance under the 2021 Plan is automatically increased by a number equal to: (a) 5% of the total number of shares of

capital stock outstanding on December 31st of the preceding calendar year; or (b) a lesser number of shares of Common Stock as the Registrant's board of directors (the "Board") may designate no later than December 31st of the immediately preceding year.

- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 ESPP on January 1, 2024 pursuant to an "evergreen" provision contained in the 2021 ESPP. Pursuant to such provision, on January 1<sup>st</sup> of each year commencing in 2022 and ending on (and including) January 1, 2031, the number of shares authorized for issuance under the 2021 ESPP is automatically increased by a number equal to the lesser of: (a) 1% of the total number of shares of capital stock outstanding on December 31st of the preceding calendar year; (b) 1,200,000 shares; or (c) such lesser number of shares of Common Stock as the Board may designate prior to the applicable January 1<sup>st</sup>.
-

