

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

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

Sunesis Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3295878
(I.R.S. Employer
Identification No.)

395 Oyster Point Boulevard, Suite 400
South San Francisco, CA 94080
(Address of principal executive offices)

2011 Equity Incentive Plan
2011 Employee Stock Purchase Plan
(Full title of the plan)

Dayton Misfeldt
Interim Chief Executive Officer,
Principal Executive and Principal Financial Officer

395 Oyster Point Boulevard, Suite 400
South San Francisco, CA 94080
(650) 266-3500

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

Copy to:

John T. McKenna
Cooley LLP

3175 Hanover Street
Palo Alto, California 94304-1130
Telephone: (650) 843-5000
Fax: (650) 849-7400

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 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.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
2011 Equity Incentive Plan, Common Stock, par value \$0.0001 per share	4,455,720 shares	\$0.42	\$1,871,402.40	\$242.91
2011 Employee Stock Purchase Plan, Common Stock, par value \$0.0001 per share	278,483 shares	\$0.42	\$116,962.86	\$15.18
Total:	4,734,203 shares	\$0.42	\$1,988,365.26	\$258.09

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable under the 2011 Equity Incentive Plan or the 2011 Employee Stock Purchase Plan as set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the registrant's common stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee and non-employee benefit plans described herein.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the registrant's common stock as reported on the Nasdaq Stock Market on May 4, 2020, in accordance with Rule 457(c) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Sunesis Pharmaceuticals, Inc., a Delaware corporation (“Registrant”), relating to 4,455,720 shares of its common stock, \$0.0001 par value (the “Common Stock”), issuable to eligible employees, directors and consultants of Registrant and its affiliates under the 2011 Equity Incentive Plan (the “2011 Plan”) and relating to 278,483 shares of its Common Stock issuable to eligible employees of Registrant and its affiliates under the 2011 Employee Stock Purchase Plan (the “ESPP”). Registrant’s Forms S-8 Registration Statements filed with the U.S. Securities and Exchange Commission on June 6, 2011 ([File No. 333-174732](#)), March 14, 2012 ([File No. 333-180101](#)), March 13, 2013 ([File No. 333-187234](#)), May 7, 2014 ([File No. 333-195781](#)), March 12, 2015 ([File No. 333-202696](#)), March 14, 2016 ([File No. 333-210183](#)), May 10, 2017 ([File No. 333-217849](#)), March 13, 2018 ([File No. 333-223632](#)) and May 9, 2019 ([File No. 333-231342](#)) (the “**Prior Forms S-8**”) relating to the 2011 Plan and ESPP are each incorporated by reference herein.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of the Prior Forms S-8 are incorporated by reference herein.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 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 Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered 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 the filing of such reports and 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 purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

EXHIBITS

Exhibit Number	Exhibit Description	Incorporated By Reference				File Herev
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	10-K/A	000-51531	3.1	5/23/2007	
4.2	Amended and Restated Bylaws of the Registrant	8-K	000-51531	3.2	12/11/2007	
4.3	Certificate of Designation of the Series A Preferred Stock of the Registrant	8-K	000-51531	3.3	4/3/2009	
4.4	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant	S-8	333-160528	3.4	7/10/2009	
4.5	Certificate of Amendment to the Certificate of Designation of the Series A Preferred Stock of the Registrant	8-K	000-51531	3.4	11/2/2009	
4.6	Certificate of Amendment to the Certificate of Designation of the Series A Preferred Stock of the Registrant	8-K	000-51531	3.5	1/21/2010	
4.7	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant	8-K	000-51531	3.1	2/14/2011	
4.8	Certificate of Designation of Series B Convertible Preferred Stock	8-K	000-51531	3.1	12/16/2015	
4.9	Certificate of Amendment to Amended and Restated Certificate of Incorporation	8-K	000-51531	3.1	9/7/2016	
4.10	Certificate of Designation of Series C Convertible Preferred Stock	8-K	000-51531	3.1	10/19/2016	

Exhibit Number	Exhibit Description	Incorporated By Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.11	Certificate of Designation of Series D Convertible Preferred Stock	8-K	000-51531	3.1	10/26/2017	
4.12	Certificate of Designation of Series E Convertible Preferred Stock	8-K	000-51531	3.1	1/22/2019	
4.13	Certificate of Validation of Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant	10-Q	000-51531	3.11	8/8/2018	
4.14	Certificate of Designation of Series F Convertible Preferred Stock	8-K	000-51531	3.1	7/12/2019	
4.15	Specimen Common Stock certificate of the Registrant	10-K	000-51531	4.2	3/29/2011	
4.16	Specimen Preferred Series E Stock Certificate	8-K	000-51531	4.1	1/22/2019	
4.17	Specimen Preferred Series F Stock Certificate	8-K	000-51531	4.1	7/12/2019	
5.1	Opinion of Cooley LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Cooley LLP (included in Exhibit 5.1)					
24.1	Power of Attorney (included on signature page)					
99.1	2011 Equity Incentive Plan, as amended	DEF 14A	000-51531	Appendix A	4/20/2017	
99.2	Sunesis Pharmaceuticals, Inc. 2011 Employee Stock Purchase Plan	S-8	333-174732	99.2	6/6/2011	

John T. McKenna
+1 650 843 5059
jmckenna@cooley.com

May 8, 2020

Sunesis Pharmaceuticals, Inc.
395 Oyster Point Boulevard, Suite 400
South San Francisco, California 94080

Ladies and Gentlemen:

We have acted as counsel to Sunesis Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to an aggregate of 4,734,203 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 4,455,720 shares of Common Stock issuable pursuant to the Company's 2011 Equity Incentive Plan (the "**EIP**") and (ii) 278,483 shares of Common Stock issuable pursuant to the Company's 2011 Employee Stock Purchase Plan (together with the EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below, 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. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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 respective Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



Sunesis Pharmaceuticals, Inc.
May 8, 2020
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ John T. McKenna
John T. McKenna

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 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 2011 Equity Incentive Plan and the 2011 Employee Stock Purchase Plan of Sunesis Pharmaceuticals, Inc. of our report dated March 10, 2020, with respect to the consolidated financial statements of Sunesis Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, Utah
May 7, 2020