

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 29, 2021**

**Gritstone Oncology, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-38663**  
(Commission  
File Number)

**47-4859534**  
(IRS Employer  
Identification Number)

**5959 Horton Street, Suite 300  
Emeryville, California 94608**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (510) 871-6100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	GRTS	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 9.01. Financial Statement and Exhibits**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
5.1	<a href="#"><u>Opinion of Latham &amp; Watkins LLP, relating to and incorporated into Registration Statement No. 333-252564.</u></a>
23.1	<a href="#"><u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u></a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GRITSTONE ONCOLOGY, INC.**

Date: January 29, 2021

By: /s/ Andrew Allen

Andrew Allen

President and Chief Executive Officer

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**LATHAM & WATKINS** LLP

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January 29, 2021

Gritstone Oncology, Inc.  
 5959 Horton Street, Suite 300  
 Emeryville, California 94608

Re: Registration Statement on Form S-3 (No. 333-252564)

Ladies and Gentlemen:

We have acted as special counsel to Gritstone Oncology, Inc., a Delaware corporation (the “**Company**”), in connection with the resale from time to time by the selling stockholders named in the Prospectus (as defined below) of (i) 9,586,478 shares (the “**Common Shares**”) of Common Stock, par value \$0.0001 per share (the “**Common Stock**”), and (ii) 27,480,719 shares of Common Stock issuable from time to time upon exercise of pre-funded warrants (the “**Warrants**”) to purchase shares of Common Stock (the “**Warrant Shares**,” and collectively with the Common Shares, the “**Shares**”) held by the selling stockholders. The resale of the Shares is being registered pursuant to a registration statement on Form S-3 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on January 29, 2021 (Registration No. 333-252564) (the “**Registration Statement**”), a base prospectus dated January 29, 2021 included in the Registration Statement at the time it originally became effective (the “**Base Prospectus**”), and a prospectus supplement dated January 29, 2021 filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “**Prospectus**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, (a) the issue and sale of the Common Shares have been duly authorized by all necessary corporate action of the Company, and the Common Shares are validly issued, fully paid and non-assessable, and (b) when the Warrant Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, the issue and sale of the Warrant Shares have been duly authorized by all necessary corporate action of the Company, and upon issuance, delivery and payment therefor in the manner contemplated by the Prospectus and the Warrants, will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Company’s Current Report on Form 8-K dated January 29, 2021 and to the

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reference to our firm contained in the Prospectus under the heading "Legal Matters." 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP