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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Nkarta, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

47-4515206
(I.R.S. Employer
Identification No.)

**6000 Shoreline Court, Suite 102
South San Francisco, CA 94080
415-582-4923**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paul J. Hastings
Chief Executive Officer
Nkarta, Inc.
6000 Shoreline Court, Suite 102
South San Francisco, CA 94080
415-582-4923**

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

Copies to:

**C. Brophy Christensen, Jr., Esq.
Eric C. Sibbitt, Esq.
O'Melveny & Myers LLP
Two Embarcadero Center, 28th Floor
San Francisco, CA 94111-3923
(415) 984-8700**

**Christopher M. Forrester
Iir Mujalovic
Shearman & Sterling LLP
1460 El Camino Real, 2nd Floor
Menlo Park, CA 94025-4110
(650) 838-3600**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-239301

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 checkmark 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⁾⁽³⁾ | Proposed Maximum Aggregate Offering Price ⁽³⁾ | Amount of Registration Fee ⁽³⁾ |
|--|--|---|--|---|
| Common Stock, \$0.0001 par value per share | 1,150,000 shares | \$18.00 | \$20,700,000 | \$2,686.86 |

(1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 150,000 shares that the underwriters have the option to purchase, and are in addition to the 14,950,000 shares that were registered pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-239301), which included 1,950,000 shares that the underwriters have the option to purchase.

(2) Based on the public offering price.

(3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$254,150,000.00 on a Registration Statement on Form S-1 (File No. 333-239301), which was declared effective by the Securities and Exchange Commission on July 9, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$20,700,000.00 is hereby registered, which includes the additional shares issuable upon the exercise of the underwriters’ option to purchase additional shares.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Nkarta, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the registration of additional shares of common stock, par value \$0.0001 per share (the “Common Stock”), of the Registrant. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-239301) (the “Prior Registration Statement”), initially filed by the Registrant on June 19, 2020 and declared effective by the Commission on July 9, 2020. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

This Registration Statement is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,150,000 shares of Common Stock, which includes 150,000 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The shares of Common Stock that are being registered for sale hereby are in an amount and at a price that together represent no more than 20% of the maximum aggregate number of shares set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

PART II

Information Not Required in Prospectus

Item 16. Exhibits

The following documents are filed as exhibits to this Registration Statement, and all other exhibits previously filed as exhibits to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239301), are incorporated by reference into, and shall be deemed to be a part of, this filing.

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 5.1 | <u>Opinion of O'Melveny & Myers LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on July 8, 2020).</u> |
| 23.1 | <u>Consent of Ernst & Young LLP, independent registered accounting firm.</u> |
| 23.2 | <u>Consent of O'Melveny & Myers LLP (included in Exhibit 5.1).</u> |
| 24.1* | <u>Power of Attorney.</u> |

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239301) filed with the Securities and Exchange Commission on June 19, 2020 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of South San Francisco, on this 10th day of July, 2020.

NKARTA, INC.

By: /s/ Paul J. Hastings

Paul J. Hastings
Chief Executive Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|---------------|
| <u>/s/ Paul J. Hastings</u> Paul J. Hastings | Chief Executive Officer and Director (Principal Executive Officer) | July 10, 2020 |
| <u>/s/ Matthew Plunkett</u> Matthew Plunkett, Ph.D. | Chief Financial Officer (Principal Financial and Accounting Officer) | July 10, 2020 |
| <u>*</u> Tiba Aynechi, Ph.D. | Director | July 10, 2020 |
| <u>*</u> Fouad Azzam, Ph.D., MBA | Director | July 10, 2020 |
| <u>*</u> Ali Behbahani, M.D., MBA | Director | July 10, 2020 |
| <u>*</u> Michael Dybbs, Ph.D. | Director | July 10, 2020 |
| <u>*</u> Simeon George, M.D., MBA | Director | July 10, 2020 |
| <u>*</u> Leone Patterson, MBA | Director | July 10, 2020 |
| <u>*</u> Zachary Scheiner, Ph.D. | Director | July 10, 2020 |
| <u>*</u> Laura Shawver, Ph.D. | Director | July 10, 2020 |

*By: /s/ Paul J. Hastings

Paul J. Hastings
Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated April 17, 2020 (except for the retroactive effect of the 1-for-3.7 reverse stock split as described in Note 2, as to which the date is July 1, 2020), with respect to the financial statements of Nkarta Therapeutics, Inc. included in the Registration Statement (Form S-1 No. 333-239301) and related Prospectus of Nkarta Therapeutics, Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Redwood City, California
July 10, 2020