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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

Erasca, 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)

83-1217027
(I.R.S. Employer
Identification Number)

**10835 Road to the Cure, Suite 140
San Diego, California 92121
(858) 465-6511**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Jonathan E. Lim, M.D.
Chairman and Chief Executive Officer
Erasca, Inc.
**10835 Road to the Cure, Suite 140
San Diego, California 92121
(858) 465-6511**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**Cheston J. Larson
Matthew T. Bush
Alaina P. Ellis
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400**

**David M. Chacko, M.D., Chief Financial
Officer
Ebud S. Garner, General Counsel
Erasca, Inc.
10835 Road to the Cure, Suite 140
San Diego, CA 92121
(858) 465-6511**

**Charles S. Kim
Sean M. Clayton
Kristin VanderPas
Denny Won
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

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

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-257436)

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, smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

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	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)(3)
Common stock, \$0.0001 par value per share	1,437,500	\$16.00	\$23,000,000	\$2,510

- (1) Represents only the additional number of shares being registered and includes 187,500 additional shares of common stock that the underwriters have the option to purchase. This does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-257436) ("Prior Registration Statement").
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (3) The Registrant previously registered 20,125,000 shares of its common stock with an aggregate offering price not to exceed \$322,000,000 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on July 15, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$23,000,000 are hereby registered, which includes shares that the underwriters have the option to purchase.

The 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 BY REFERENCE

This Registration Statement on Form S-1 (this “Registration Statement”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by Erasca, Inc. (the “Registrant”) by 1,437,500 shares, 187,500 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on [Form S-1, as amended](#) (File No. 333-257436) (the “Prior Registration Statement”). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

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

Exhibit Index

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Latham & Watkins LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on July 12, 2021)</u>
23.1	<u>Consent of KPMG LLP, independent registered public accounting firm</u>
23.2	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page of the Prior Registration Statement filed on June 25, 2021)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 15th day of July, 2021.

ERASCA, INC.

By: /s/ Jonathan E. Lim, M.D.

Jonathan E. Lim, M.D.

Chairman, Chief Executive Officer and
Co-Founder

Pursuant to the requirements of the Securities Act of 1933, 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/ Jonathan E. Lim, M.D.</u> Jonathan E. Lim, M.D.	Chairman, Chief Executive Officer and Co-Founder (principal executive officer)	July 15, 2021
<u>/s/ David M. Chacko, M.D.</u> David M. Chacko, M.D.	Chief Financial Officer (principal financial and accounting officer)	July 15, 2021
<u>*</u> James A. Bristol, Ph.D.	Director	July 15, 2021
<u>*</u> Alexander W. Casdin	Director	July 15, 2021
<u>*</u> Bihua Chen	Director	July 15, 2021
<u>*</u> Julie Hambleton, M.D.	Director	July 15, 2021
<u>*</u> Valerie Harding-Start, Ph.D.	Director	July 15, 2021
<u>*</u> Pratik S. Multani, M.D.	Director	July 15, 2021
<u>*</u> Michael D. Varney, Ph.D.	Director and Chair of Research and Development	July 15, 2021
<u>*By: /s/ Jonathan E. Lim, M.D.</u> Jonathan E. Lim, M.D. Attorney-in-fact		

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Erasca, Inc.:

We consent to the use of our report dated May 7, 2021, except for the fifth paragraph of Note 17, as to which the date is July 12, 2021, with respect to the consolidated balance sheets of Erasca, Inc. as of December 31, 2019 and 2020, the related consolidated statements of operations and comprehensive loss, convertible preferred stock and stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2020, and the related notes, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

San Diego, California
July 15, 2021