

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

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

**FULCRUM THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

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

**47-4839948**  
(I.R.S. Employer  
Identification No.)

**26 Landsdowne Street  
Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

**2019 Stock Incentive Plan  
2019 Employee Stock Purchase Plan  
Amendment to 2022 Inducement Stock Incentive Plan**  
(Full title of the plan)

**Robert J. Gould**  
**Interim President and Chief Executive Officer**  
**Fulcrum Therapeutics, Inc.**  
**26 Landsdowne Street**  
**Cambridge, Massachusetts 02139**  
(Name and address of agent for service)

**(617) 651-8851**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Mitchell Bloom, Esq.**  
**Marianne Sarrazin, Esq.**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, MA 02210**  
**(617) 570-1000**

**Curtis Oltmans, Esq.**  
**Chief Legal Officer**  
**Fulcrum Therapeutics, Inc.**  
**26 Landsdowne Street**  
**Cambridge, Massachusetts 02139**  
**(617) 651-8851**

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.

## EXPLANATORY NOTE

Fulcrum Therapeutics, Inc. (“Fulcrum”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional (i) 2,000,000 shares of its common stock, \$0.001 par value per share (the “Common Stock”) under the Fulcrum Therapeutics 2019 Stock Incentive Plan (the “2019 Plan”), (ii) 428,571 shares of Common Stock under the Fulcrum Therapeutics 2019 Employee Stock Purchase Plan (the “ESPP”) and (iii) 2,000,000 shares of Common Stock under the Fulcrum Therapeutics 2022 Inducement Stock Incentive Plan, as amended (the “Inducement Plan” and together with the 2019 Plan and the ESPP, the “Plans”), in the case of (i) and (ii) pursuant to the provisions for each plan that provide for annual automatic increases in the number of shares of Common Stock reserved for issuance under each plan, and in the case of (iii) pursuant to an amendment to the Inducement Plan as approved by the Fulcrum board, effective March 8, 2023. In each case, the additional shares are of the same class as other securities for which a registration statement relating to the Plans has previously been filed and is effective. Accordingly, this registration statement incorporates by reference the contents of the registration statements on [Form S-8](#) (File No. 333-233452) filed on August 26, 2019, [Form S-8](#) (File No. 333-236910) filed on March 5, 2020, [Form S-8](#) (File No. 333-253862) filed on March 4, 2021, [Form S-8](#) (File No. 333-262355) filed on January 27, 2022 and [Form S-8](#) (File No. 333-263249) filed on March 3, 2022, pursuant to General Instruction E, except with respect to Item 8. Exhibits thereof.

**Part II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#">Restated Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 22, 2019)</a>
4.2	<a href="#">Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 22, 2019)</a>
5.1*	<a href="#">Opinion of Goodwin Procter LLP</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP</a>
23.2*	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on signature page)</a>
99.1	<a href="#">2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to Amendment No. 1 to the registrant's Registration Statement on Form S-1 (File No. 333-232260) filed with the Securities and Exchange Commission on July 8, 2019)</a>
99.2	<a href="#">Form of Stock Option Agreement under the 2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to Amendment No. 1 to the registrant's Registration Statement on Form S-1 (File No. 333-232260) filed with the Securities and Exchange Commission on July 8, 2019)</a>
99.3	<a href="#">Form of Restricted Stock Unit Agreement under the 2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2022)</a>
99.4	<a href="#">2019 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-232260) filed with the Securities and Exchange Commission on July 8, 2019)</a>
99.5	<a href="#">2022 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2021)</a>
99.6	<a href="#">Amendment to 2022 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 9, 2023)</a>
99.7	<a href="#">Form of Non-Statutory Stock Option Agreement under the 2022 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2022)</a>
99.8	<a href="#">Form of Restricted Stock Unit Agreement under the 2022 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2022)</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## 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 Cambridge, Commonwealth of Massachusetts, on the 9th day of March, 2023.

### Fulcrum Therapeutics, Inc.

By: /s/ Robert J. Gould

Name: Robert J. Gould, Ph.D.

Title: Interim President and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Robert J. Gould and Esther Rajavelu, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act, (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Gould</u> Robert J. Gould, Ph.D.	Interim President and Chief Executive Officer, Director (Principal Executive Officer)	March 9, 2023
<u>/s/ Esther Rajavelu</u> Esther Rajavelu	Chief Financial Officer (Principal Financial Officer)	March 9, 2023
<u>/s/ Gregory Tourangeau</u> Gregory Tourangeau	Controller (Principal Accounting Officer)	March 9, 2023
<u>/s/ Kate Haviland</u> Kate Haviland	Chairman of the Board	March 9, 2023
<u>/s/ Sonja Banks</u> Sonja Banks	Director	March 9, 2023
<u>/s/ James J. Collins</u> James J. Collins, Ph.D.	Director	March 9, 2023
<u>/s/ Katina Dorton</u> Katina Dorton	Director	March 9, 2023
<u>/s/ Alan Ezekowitz</u> Alan Ezekowitz, MBChB, D. Phil	Director	March 9, 2023
<u>/s/ James Geraghty</u> James Geraghty	Director	March 9, 2023

Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com  
+1 617 570 1000



March 9, 2023

Fulcrum Therapeutics, Inc.  
26 Landsdowne Street  
Cambridge, Massachusetts 02139

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 4,428,571 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Fulcrum Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to Company's 2019 Stock Incentive Plan (the "2019 Plan"), Company's 2019 Employee Stock Purchase Plan (the "ESPP") and Company's 2022 Inducement Stock Incentive Plan, as amended (the "Inducement Plan" and together with the 2019 Plan and the ESPP, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

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Fulcrum Therapeutics, Inc.

March 9, 2023

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We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Stock Incentive Plan, the 2019 Employee Stock Purchase Plan, and the 2022 Inducement Stock Incentive Plan, as amended, of Fulcrum Therapeutics, Inc. of our report dated March 9, 2023, with respect to the consolidated financial statements of Fulcrum Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
March 9, 2023

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Fulcrum Therapeutics, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)(1)	4,000,000 (2)	\$5.93 (3)	\$23,720,000.00	\$.00010020	\$2,613.95
Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)(1)	428,571 (4)	\$5.05 (5)	\$2,164,283.55	\$.00010020	\$238.51
Total Offering Amounts					\$25,884,283.55		\$2,852.46
Total Fee Offsets							\$0
Net Fee Due							\$2,852.46

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Pursuant to Rule 416(c) under the Act, this registration statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Consists of (i) 2,000,000 shares issuable under the registrant's 2019 Stock Incentive Plan and (ii) 2,000,000 shares issuable under the registrant's 2022 Inducement Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on \$5.93, the average of the high and low sale prices of the registrant's common stock as reported on the Nasdaq Global Market on March 3, 2023.
- (4) Consists of 428,571 shares issuable under the registrant's 2019 Employee Stock Purchase Plan.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Securities Act, and based on 85% of \$5.93, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Market on March 3, 2023.