
**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)

2022 Inducement Stock Incentive Plan
(Full title of the plan)

Alex C. Sapir
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
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.

EXPLANATORY NOTE

Fulcrum Therapeutics, Inc. (“Fulcrum”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,000,000 shares of its common stock, \$0.001 par value per share under Fulcrum’s 2022 Inducement Stock Incentive Plan, as amended (the “Inducement Plan”), pursuant to an amendment to the Inducement Plan, as approved by Fulcrum’s board of directors, effective June 17, 2024. The additional shares are of the same class as other securities for which a registration statement relating to the Inducement Plan 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. 333-263249](#)) filed on March 3, 2022, Form S-8 ([File No. 333-270385](#)) filed on March 9, 2023 and Form S-8 ([File No. 333-277421](#)) filed on February 27, 2024, 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	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)
4.2	Certificate of Amendment of the 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 June 9, 2023)
4.3	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)
5.1*	Opinion of Goodwin Procter LLP
23.1*	Consent of Ernst & Young LLP
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	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, 2022)
99.2	First 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 8, 2023)
99.3	Second Amendment to 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 February 27, 2024)
99.4	Third Amendment to 2022 Inducement Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 31, 2024)
99.5	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)
99.6	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)
107*	Filing Fee Table

* 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 31st day of July, 2024.

Fulcrum Therapeutics, Inc.

By: /s/ Alex C. Sapir

Name: Alex C. Sapir

Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Alex C. Sapir and Alan Musso, 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/ Alex C. Sapir</u> Alex C. Sapir	President and Chief Executive Officer, Director (Principal Executive Officer)	July 31, 2024
<u>/s/ Alan Musso</u> Alan Musso	Chief Financial Officer (Principal Financial Officer)	July 31, 2024
<u>/s/ Gregory Tourangeau</u> Gregory Tourangeau	Vice President, Finance (Principal Accounting Officer)	July 31, 2024
<u>/s/ Kate Haviland</u> Kate Haviland	Chairman of the Board	July 31, 2024
<u>/s/ Robert J. Gould</u> Robert J. Gould	Director	July 31, 2024
<u>/s/ Sonja L. Banks</u> Sonja L. Banks	Director	July 31, 2024
<u>/s/ James J. Collins</u> James J. Collins	Director	July 31, 2024
<u>/s/ Katina Dorton</u> Katina Dorton	Director	July 31, 2024
<u>/s/ Alan Ezekowitz</u> Alan Ezekowitz	Director	July 31, 2024
<u>/s/ James Geraghty</u> James Geraghty	Director	July 31, 2024
<u>/s/ Colin Hill</u> Colin Hill	Director	July 31, 2024



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July 31, 2024

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

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

We have acted as your counsel 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 1,000,000 shares (the "Shares") of common stock, par value \$0.001 per share ("Common Stock"), of Fulcrum Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2022 Inducement Stock Incentive Plan, as amended (the "Inducement Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion 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.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

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

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Inducement Plan, 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).

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 2022 Inducement Stock Incentive Plan, as amended (the "Inducement Plan") of Fulcrum Therapeutics, Inc. of our report dated February 27, 2024, 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, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
July 31, 2024

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)	1,000,000 (2)	\$8.68 (3)	\$8,680,000	\$0.00014760	\$1,281.17
Total Offering Amounts					\$8,680,000		\$1,281.17
Total Fee Offsets							\$0
Net Fee Due							\$1,281.17

- (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 plan described herein.
- (2) Consists of 1,000,000 shares issuable under the registrant's 2022 Inducement Stock Incentive Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h)(1) of the Act, and based on \$8.68, the average of the high and low sale prices of the registrant's common stock as reported on The Nasdaq Global Market on July 25, 2024.