

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM S-8
**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

MENLO THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-3757789
(IRS Employer
Identification Number)

200 Cardinal Way, 2nd Floor
Redwood City, California
(Address of principal executive offices)

94063
(Zip code)

2018 Omnibus Incentive Plan
2018 Employee Stock Purchase Plan
(Full title of the plan)

Steven L. Basta
Chief Executive Officer
Menlo Therapeutics Inc.
200 Cardinal Way, 2nd Floor
Redwood City, California 94063
(Name and address of agent for service)

(650) 486-1416
(Telephone number, including area code, of agent for service)

Copies to:

David J. Saul
General Counsel
Menlo Therapeutics Inc.
200 Cardinal Way, 2nd Floor
Redwood City, California 94063
Telephone: (650) 486-1416
Facsimile: (650) 249-0205

Stephen B. Thau
Alfredo B. D. Silva
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105
(415) 268-7000

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 type="checkbox"/>	Smaller reporting company	<input 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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.0001 par value per share	929,327 (3)	\$8.40	\$7,806,347	\$946.13
Common Stock, \$0.0001 par value per share	232,332 (4)	\$8.40	\$1,951,589	\$236.53
TOTAL	1,161,659	\$8.40	\$9,757,936	\$1,182.66

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock that become issuable under 2018 Omnibus Incentive Plan (the "2018 Plan") and 2018 Employee Stock Purchase Plan (the "ESPP" and, together with the 2018 Plan the "Plans"), by reason of certain corporate transactions or events, including any share dividend, share split, recapitalization or certain other similar transactions effected without the Registrant's receipt of consideration that result in an increase in the number of the outstanding shares of the common stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plan described herein.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future issuance under the Plans are based on the average of the high and the low price of the Registrant's common stock as reported on The Nasdaq Global Select Market on February 26, 2019.
- (3) Represents the additional shares of common stock available for future issuance under the Registrant's 2018 Plan resulting from an annual increase as of January 1, 2019.
- (4) Represents the additional shares of common stock available for future issuance under the Registrant's ESPP resulting from an annual increase as of January 1, 2019.

**Proposed sale to take place as soon after the effective date of the
registration statement as awards under the plans are exercised and/or vest.**

REGISTRATION OF ADDITIONAL SECURITIES

Menlo Therapeutics Inc. (the "Company") filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (File No. 333-222758) on January 29, 2018 relating to shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), to be offered and sold under the 2018 Omnibus Incentive Plan (the "2018 Plan") and the 2018 Employee Stock Purchase Plan (the "ESPP"). The Company is hereby registering an additional 929,327 shares of Common Stock issuable under the 2018 Plan and 232,332 shares of Common Stock issuable under the ESPP, none of which have been issued as of the date of this Registration Statement.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON
FORM S-8**

Pursuant to Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on January 29, 2018 (File Nos. 333-222758) is incorporated by reference herein.

Exhibit Index

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	1/29/2018	3.1	
4.2	Amended and Restated Bylaws.	8-K	1/29/2018	3.2	
4.3	Form of Common Stock Certificate.	S-1/A	1/12/2018	4.2	
4.4	Second Amended and Restated Investors' Rights Agreement, dated June 28, 2017, by and among the Company and the Investors listed therein.	S-1/A	1/12/2018	4.3	
5.1*	Opinion of Latham & Watkins LLP.				X
23.1*	Consent of independent registered public accounting firm.				X
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1*	Power of Attorney. Reference is made to the signature page to the Registration Statement				X
99.1(a)#	2018 Omnibus Incentive Plan.	S-1/A	1/12/2018	10.5(a)	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Equity Incentive Plan.	S-1/A	1/12/2018	10.5(b)	
99.2#	2018 Employee Stock Purchase Plan.	S-1/A	1/12/2018	10.6	

#Indicates management contract or compensatory plan.

Exhibit 5.1

140 Scott Drive
Menlo Park, California 94025
Tel: +1.650.328.4600 Fax: +1.650.463.2600
www.lw.com

FIRM / AFFILIATE OFFICES
Beijing Moscow
Boston Munich
Brussels New York
Century City Orange County
Chicago Paris
Dubai Riyadh
Düsseldorf Rome
Frankfurt San Diego
Hamburg San Francisco
Hong Kong Seoul
Houston Shanghai
London Silicon Valley
Los Angeles Singapore
Madrid Tokyo
Milan Washington, D.C.

LATHAM & WATKINS LLP

February 28, 2019

Menlo Therapeutics Inc.
200 Cardinal Way, 2nd Floor
Redwood City, CA 94063

Re: Registration Statement on Form S-8; 1,161,659 shares of Common Stock of Menlo Therapeutics Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Menlo Therapeutics Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 1,161,659 shares of common stock of the Company, par value \$0.0001 per share (the “*Common Stock*”), consisting of 929,327 shares of Common Stock (the “*2018 Plan Shares*”) issuable under the Menlo Therapeutics Inc. 2018 Omnibus Incentive Plan (the “*2018 Plan*”) and 232,332 shares of Common Stock (the “*ESPP Shares*” and, together with the 2018 Plan Shares, the “*Shares*”) issuable under the Menlo Therapeutics Inc. 2018 Employee Stock Purchase Plan (the “*ESPP*” and together with the 2018 Plan, the “*Plans*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on February 28, 2019 (the “*Registration Statement*”). 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 related prospectuses, 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.

LATHAM & WATKINS^{LLP}

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the 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 and have been issued by the Company against payment therefor in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares 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 Registration Statement. 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2019, with respect to the financial statements of Menlo Therapeutics Inc. as of December 31, 2018 and 2017 and for the three years then ended appearing in the Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ Mayer Hoffman McCann P.C.

San Diego, California

February 28, 2019

