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

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

Structure Therapeutics Inc.

(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1480821
(I.R.S. Employer
Identification Number)

**611 Gateway Blvd., Suite 223
South San Francisco, CA 94080
(628) 229-9277**

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

**Raymond Stevens, Ph.D.
Chief Executive Officer
Structure Therapeutics Inc.
611 Gateway Blvd., Suite 223
South San Francisco, CA 94080
(628) 229-9277**

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

Copies to:

**Charles S. Kim
Patrick Loofbourrow
Andrew Harline
Su Lian Lu
Cooley LLP
10265 Science Center Drive
San Diego, CA 92121
(858) 550-6000**

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

**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. 333-269200

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 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, or 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 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.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“*Securities Act*”), Structure Therapeutics Inc. (“*Registrant*”) is filing this Registration Statement on Form S-1 (this “*Registration Statement*”) with the Securities and Exchange Commission (“*Commission*”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#), as amended (File No. 333-269200) (the “*Prior Registration Statement*”), which the Registrant originally filed with the Commission on January 12, 2023, and which the Commission declared effective on February 2, 2023.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of American depositary shares (“*ADSs*”), representing ordinary shares, par value \$0.0001 per share, to be offered in the public offering by \$30,877,500, including additional ADSs that may be sold upon exercise of the underwriters’ option to purchase additional ADSs from the Registrant. The additional ADSs 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 Filing Fee Table (Exhibit 107) contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Travers Thorp Alberga.
5.2	Opinion of Zhong Lun Law Firm.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Travers Thorp Alberga (included in Exhibit 5.1).
23.3	Consent of Zhong Lun Law Firm (included in Exhibit 5.2).
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (Registration No. 333-269200)).
107	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on February 2, 2023.

STRUCTURE THERAPEUTICS INC.

By: /s/ Raymond Stevens, Ph.D.
Raymond Stevens, Ph.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raymond Stevens, Ph.D.</u> Raymond Stevens, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	February 2, 2023
<u>/s/ Jun Yoon</u> Jun Yoon	Chief Financial Officer (Principal Accounting and Financial Officer)	February 2, 2023
<u>*</u> Daniel Welch	Chairman	February 2, 2023
<u>*</u> Eric Dobmeier	Director	February 2, 2023
<u>*</u> Ramy Farid, Ph.D.	Director	February 2, 2023
<u>*</u> Sharon Tetlow	Director	February 2, 2023
<u>*</u> Joanne Waldstreicher, M.D.	Director	February 2, 2023

*By Attorney-in-Fact

/s/ Raymond Stevens, Ph.D.
Raymond Stevens, Ph.D.



Structure Therapeutics Inc.
Harbour Place 2nd Floor
103 South Church Street
P.O. Box 472, George Town
Grand Cayman KYI-1106
Cayman Islands

2 February 2023

Structure Therapeutics Inc.

We have acted as Cayman Islands legal advisers to Structure Therapeutics Inc. (the “**Company**”) in connection with the Company’s Form S-1MEF registration statement, including all amendments or supplements thereto (the “**Registration Statement**”), filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933 (the “**Act**”), as amended, related to the offering by the Company of American Depositary Shares representing certain of its ordinary shares, par value of US\$0.0001 per share (the “**Shares**”). This opinion is given in accordance with the terms of the Legal Matters section of the Registration Statement.

We are furnishing this opinion letter as Exhibit 5.1 to the Registration Statement.

1 Documents Reviewed

For the purposes of this opinion we have reviewed originals, copies, drafts or conformed copies of the documents listed in Schedule 1 to this opinion, being all of the documents necessary to form our opinion. Defined terms shall have the meanings set out in Schedule 1 or in the Registration Statement.

2 Assumptions

The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Certificate of Good Standing and the Director’s Certificate, as to matters of fact, without further verification and have assumed that copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.

3 Opinions

Based upon, and subject to, the foregoing assumptions, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 the Company has been duly incorporated and is validly existing and in good standing under the laws of the Cayman Islands;

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103 South Church Street

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Cayman Islands

- 3.2 as of 2 February 2023, conditional upon and with effect from immediately prior to the completion of the initial public offering of the Company's American Depositary Shares representing the Company's Ordinary Shares, the authorized share capital of the Company is US\$60,000 divided into 500,000,000 Ordinary Shares of a par value of US\$0.0001 each, and 100,000,000 shares of a par value of US\$0.0001 each of such class or classes (however designated) as the Board may determine in accordance with Article 9 of the Seventh Amended and Restated Memorandum and Articles of Association;
- 3.3 the issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. In this opinion the phrase "non-assessable" means, with respect to Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, in the absence of a contractual arrangement to the contrary, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil). As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders); and
- 3.4 the statements under the caption "Taxation" in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and such statements constitute our opinion.

We hereby consent to the prospectus discussion of this opinion, to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the headings "Enforcement of Civil Liabilities" and "Legal Matters" and elsewhere in the prospectus included in the Registration Statement. In providing our 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.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ **TRAVERS THORP ALBERGA**

TRAVERS THORP ALBERGA

SCHEDULE 1

List of Documents Reviewed

- 1 the Certificate of Incorporation dated 27 February 2019 and the Certificate of Incorporation on Change of Name dated 1 July 2022;
 - 2 the register of members of the Company;
 - 3 the register of directors of the Company;
 - 4 the Sixth Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution dated 30 June 2022, and the Seventh Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution dated 19 January 2023 and effective immediately prior to the completion of the initial public offering of the Company's American Depositary Shares representing the Shares;
 - 5 the written resolutions of the board of directors of the Company dated 11 January 2023;
 - 6 the minutes of an extraordinary general meeting of the shareholders of the Company held on 19 January 2023;
 - 7 the certificate of good standing of the Company issued by the Registry of Companies, Cayman Islands on 24 January 2023 (the "**Certificate of Good Standing**");
 - 8 a certificate from a Director of the Company addressed to this firm, a copy of which is attached hereto (the "**Director's Certificate**"); and
 - 9 the Registration Statement.
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上海市浦东新区世纪大道8号国金中心二期6/10/11/16/17层，邮编 200120
 6/10/11/16/17F, Two IFC, 8 Century Avenue, Pudong New Area, Shanghai 200120, P. R. China
 电话/Tel : +86 21 6061 3666 传真/Fax : +86 21 6061 3555
 网址 : www.zhonglun.com

LEGAL OPINION

To: Structure Therapeutics Inc.
 611 Gateway Blvd., Suite 223
 South San Francisco, CA 94080
 USA

February 2, 2023

Dear Sir/Madam:

1. We are lawyers qualified in the People's Republic of China (the "PRC") and are qualified to issue opinions on the PRC Laws (as defined in Section 4). For the purpose of this legal opinion (this "Opinion"), the PRC does not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan.
2. We act as the PRC counsel to Structure Therapeutics Inc. (the "Company"), a company incorporated under the laws of the Cayman Islands, in connection with (a) the proposed initial public offering (the "Offering") by the Company of American Depositary Shares ("ADSs"), representing certain ordinary shares of par value US\$0.0001 per share of the Company (together with the ADSs, the "Offered Securities"), in accordance with the Company's registration statement on Form S-1, including all amendments or supplements thereto (the "Registration Statement"), filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") under the U.S. Securities Act of 1933, as amended, and (b) the Company's proposed listing of the Offered Securities on the Nasdaq Stock Market.
3. In so acting, we have examined the Registration Statement, the originals or copies certified or otherwise identified to our satisfaction of documents provided to us by the Company and such other documents, corporate records, certificates, approvals and other instruments as we have deemed necessary for the purpose of rendering this opinion, including, without limitation, originals or copies of the agreements and certificates issued by PRC authorities and officers of the Company ("Documents"). In such examination, we have assumed the accuracy of the factual matters described in the Registration Statement and that the Registration Statement and other documents will be executed by the parties in the forms provided to and reviewed by us. We have also assumed the genuineness of all signatures, seals and chops, the authenticity of all documents submitted to us as originals, and the conformity with the originals of all documents submitted to us as copies, and the truthfulness, accuracy and completeness of all relevant factual statements in the documents.

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 Beijing · Shanghai · Shenzhen · Guangzhou · Wuhan · Chengdu · Chongqing · Qingdao · Hangzhou · Nanjing · Haikou · Tokyo · Hong Kong · London ·
 New York · Los Angeles · San Francisco · Almaty

4. The following terms as used in this Opinion are defined as follows:

- “PRC Subsidiaries” mean Shanghai ShouTi Biotechnology Co., Ltd. (上海硕迪生物技术有限公司) and Shanghai Basecamp Biotechnology Co., Ltd. (上海倍勤生物技术有限公司).
- “PRC Laws” means any and all laws, regulations, statutes, rules, decrees, notices, and supreme court’s judicial interpretations currently in force and publicly available in the PRC as of the date hereof.
- “Prospectus” means the prospectus, including all amendments or supplements thereto, that forms part of the Registration Statement.

Capitalized terms used herein and not otherwise defined herein shall have the same meanings described in the Registration Statement.

5. Based upon and subject to the foregoing, we are of the opinion that:

- (1) *Corporate Structure.* The ownership structure of the PRC Subsidiaries is in compliance, and immediately after this Offering will comply, with the current PRC Laws. The descriptions of the corporate structure of the PRC Subsidiaries in the Registration Statement are true and accurate and nothing has been omitted from such descriptions which would make the same misleading in any material respects.
- (2) *Taxation.* The statements set forth under the caption “Taxation” in the Registration Statement, insofar as they constitute statements of PRC law, are accurate in all material respects and such statements constitute our opinion. We do not express any opinion herein concerning any law other than PRC law.
- (3) *Enforcement of Civil Procedures.* We have advised the Company that there is uncertainty as to whether the courts of the PRC would: (i) recognize or enforce judgments of United States courts obtained against the Company or directors or officers of the Company predicated upon the civil liability provisions of the securities laws of the United States or any state in the United States; or (ii) entertain original actions brought in each respective jurisdiction against the Company or directors or officers of the Company predicated upon the securities laws of the United States or any state in the United States.

We have further advised the Company that the recognition and enforcement of foreign judgments are provided for under the PRC Civil Procedures Law. PRC courts may recognize and enforce foreign judgments in accordance with the requirements of the PRC Civil Procedures Law based either on treaties between the PRC and the country where the judgment is made or on principles of reciprocity between jurisdictions. The PRC does not have any treaties or other form of reciprocity with the United States or the Cayman Islands that provide for the reciprocal recognition and enforcement of foreign judgments. In addition, according to the PRC Civil Procedures Law, courts in the PRC will not enforce a foreign judgment against the Company or the Company's directors and officers if they decide that the judgment violates the basic principles of PRC law or national sovereignty, security or public interest. As a result, it is uncertain whether and on what basis a PRC court would enforce a judgment rendered by a court in the United States or in the Cayman Islands. Under the PRC Civil Procedures Law, foreign shareholders may originate actions based on PRC law against the Company in the PRC, if they can establish sufficient nexus to the PRC for a PRC court to have jurisdiction, and meet other procedural requirements, including, among others, the plaintiff must have a direct interest in the case, and there must be a concrete claim, a factual basis and a cause for the suit. However, it would be difficult for foreign shareholders to establish sufficient nexus to the PRC by virtue only of holding the Company's ADSs or ordinary shares.

In addition, it will be difficult for U.S. shareholders to originate actions against the Company in the PRC in accordance with the PRC Laws because the Company is incorporated under the laws of the Cayman Islands and it will be difficult for U.S. shareholders, by virtue only of holding the Company's ADSs or ordinary shares, to establish a connection to the PRC for a PRC court to have jurisdiction as required under the PRC Civil Procedures Law.

- (4) *Statements in the Prospectus.* The statements in the Prospectus under the headings "Prospectus Summary", "Risk Factors", "Business", "Taxation", "Enforcement of Civil Liabilities" and "Legal Matters" (other than the financial statements and related schedules and other financial data contained therein, as to which we express no opinion), to the extent such statements relate to matters of the PRC Laws or documents, agreements or proceedings governed by the PRC Laws, are true and accurate in all material respects, and fairly present and fairly summarize in all material respects the PRC Laws, documents, agreements or proceedings referred to therein, and we have no reason to believe there has been anything omitted from such statements which would make the statements, in light of the circumstance under which they were made, misleading in any material respect.

6. This opinion is subject to the following qualifications:

- (a) This Opinion relates only to the PRC Laws and we express no opinion as to any other laws and regulations. There is no guarantee that any of the PRC Laws, or the interpretation thereof or enforcement therefor, will not be changed, amended or replaced in the immediate future or in the longer term with or without retrospective effect.
- (b) This Opinion is intended to be used in the context which is specifically referred to herein and each section should be looked on as a whole regarding the same subject matter and no part shall be extracted for interpretation separately from this Opinion.
- (c) This Opinion is subject to the effects of (i) certain legal or statutory principles affecting the enforceability of contractual rights generally under the concepts of public interest, national security, good faith and fair dealing, applicable statutes of limitation, and the limitations by bankruptcy, insolvency, reorganization or similar laws affecting the enforcement of creditor's rights generally; (ii) any circumstance in connection with formulation, execution or performance of any legal documents that would be deemed materially mistaken, clearly unconscionable or fraudulent; (iii) judicial discretion with respect to the availability of injunctive relief, the calculation of damages, and the entitlement of attorneys' fees and other costs; and (iv) the discretion of any competent PRC legislative, administrative or judicial bodies in exercising their authority in connection with the interpretation, implementation and application of relevant PRC Laws.

This Opinion is rendered to you for the purpose hereof only, and save as provided herein, this Opinion shall not be quoted nor shall a copy be given to any person (apart from the addressee) without our express prior written consent except where such disclosure is required to be made by applicable law or is requested by the SEC or any other regulatory agencies.

We hereby consent to the use of this Opinion in, and the filing hereof as an exhibit to, the Registration Statement. In giving such consent, we do not thereby admit that we fall within the category of the person whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the regulations promulgated thereunder.

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[Signature Page]

Yours faithfully,

/s/ Zhong Lun Law Firm
Zhong Lun Law Firm

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-1 of Structure Therapeutics Inc. of our report dated May 12, 2022 relating to the financial statements of Structure Therapeutics Inc., which appears in this Registration Statement.

We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California

February 2, 2023

Calculation of Filing Fee Table

Form S-1

Structure Therapeutics Inc.

Table 1 - Newly Registered Securities

	Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽³⁾
Fees to Be Paid	Equity	Ordinary Shares, \$0.0001 par value per share	Rule 457(o)	—	—	\$ 30,877,500	0.00011020	\$ 3,403
Total Offering Amounts						\$ 30,877,500		\$ 3,403
Total Fees Previously Paid								—
Total Fee Offsets								—
Net Fee Due								\$ 3,403

- (1) These Ordinary Shares are represented by American depositary shares, or ADSs, each of which represents three Ordinary Shares of the registrant. ADSs issuable upon deposit of the Ordinary Shares registered hereby are being registered under a separate registration statement on Form F-6.
- (2) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$154,387,500 on a Registration Statement on Form S-1 (File No. 333-269200), which was declared effective by the Securities and Exchange Commission on February 2, 2023. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$30,877,500 is hereby registered, which includes the Ordinary Shares represented by ADSs that the underwriters have the option to purchase solely to cover over-allotments, if any.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, based on an estimate of the proposed maximum aggregate offering price.