

**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)

**601 Gateway Blvd., Suite 900
South San Francisco, CA 94080
(650) 457-1978**

(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.
601 Gateway Blvd., Suite 900
South San Francisco, CA 94080
(650) 457-1978**

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

Copies to:

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

**Matthew T. Bush
Cheston Larson
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. 333-279915

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	<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.

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 (File No. 333-279915) (the “*Prior Registration Statement*”), which the Registrant originally filed with the Commission on June 3, 2024, and which the Commission declared effective on June 5, 2024.

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 \$64,418,392.50, including additional ADSs that may be sold upon exercise of the underwriters’ option to purchase additional ADSs from the Registrant. The additional ordinary shares 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
<u>5.1</u>	<u>Opinion of Travers Thorp Alberga.</u>
<u>5.2</u>	<u>Opinion of Zhong Lun Law Firm.</u>
<u>23.1</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
<u>23.2</u>	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
<u>23.3</u>	<u>Consent of Travers Thorp Alberga (included in Exhibit 5.1).</u>
<u>23.4</u>	<u>Consent of Zhong Lun Law Firm (included in Exhibit 5.2).</u>
<u>24.1</u>	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (Registration No. 333-279915)).</u>
<u>107</u>	<u>Filing Fee Table.</u>

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 June 5, 2024.

STRUCTURE THERAPEUTICS INC.

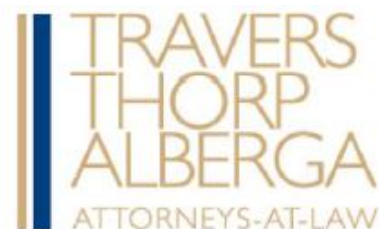
By: /s/ Raymond Stevens, Ph.D.
Raymond Stevens, Ph.D.
Chief Executive Officer

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)	June 5, 2024
<u>/s/ Jun Yoon</u> Jun Yoon	Chief Financial Officer (Principal Accounting and Financial Officer)	June 5, 2024
<u>*</u> Daniel Welch	Chairman	June 5, 2024
<u>*</u> Eric Dobmeier	Director	June 5, 2024
<u>*</u> Ramy Farid, Ph.D.	Director	June 5, 2024
<u>*</u> Ted W. Love, M.D.	Director	June 5, 2024
<u>*</u> Sharon Tetlow	Director	June 5, 2024
<u>*</u> Joanne Waldstreicher, M.D.	Director	June 5, 2024

*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 KY1-1106
Cayman Islands

5 June 2024

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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Harbour Place, P.O. Box 472

103 South Church Street

Grand Cayman KY1-1106

Cayman Islands

- 3.2 as of the date of this opinion, 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 by reference 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 Seventh Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution dated 19 January 2023;
 - 5 the resolutions of the Board of Directors of the Company dated 31 May 2024 (the "**Board Resolutions**");
 - 6 the certificate of good standing of the Company issued by the Registrar of Companies, Cayman Islands on 3 June 2024 (the "**Certificate of Good Standing**");
 - 7 a certificate from a Director of the Company addressed to this firm, a copy of which is attached hereto (the "**Director's Certificate**"); and
 - 8 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 www.zhonglun.com

LEGAL OPINION

To: Structure Therapeutics Inc.
 601 Gateway Blvd., Suite 900
 South San Francisco, CA 94080
 USA

June 5, 2024

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 public offering (the "Offering") by the Company of up to 10,427,017 American Depositary Shares (the "ADSs"), representing 31,281,051 ordinary shares of par value US\$0.0001 per share of the Company (together with the ADSs, the "Offered Securities"), including up to 1,360,045 ADSs that may be sold pursuant to the exercise of an option to purchase additional ADSs, 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 and the reports filed by the Company with the SEC incorporated by reference in the Registration Statement (the "Incorporated Documents"), 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 the Incorporated Documents 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.

北京 · 上海 · 深圳 · 广州 · 武汉 · 成都 · 重庆 · 青岛 · 杭州 · 南京 · 海口 · 东京 · 香港 · 伦敦 · 纽约 · 洛杉矶 · 旧金山 · 阿拉木图
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4. The following terms as used in this Opinion are defined as follows:

“PRC Subsidiary”	means Shanghai ShouTi Biotechnology Co., Ltd. (上海硕迪生物技术有限公司).
“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 Subsidiary is in compliance, and immediately after this Offering will comply, with the current PRC Laws. The descriptions of the corporate structure of the PRC Subsidiary 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 and the Incorporated Documents, which include but are not limited to, the Company's Annual Report on Form 10-K for the year ended December 31, 2023 and the Company's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2024, 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 Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 8, 2024, with respect to the consolidated financial statements of Structure Therapeutics Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission and incorporated by reference in the Registration Statement (Form S-1 No. 333-279915) and related Prospectus of Structure Therapeutics Inc. for the registration of its American Depository Shares and Ordinary Shares.

/s/ Ernst & Young LLP

San Mateo, California
June 5, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 30, 2023 relating to the financial statements, which appears in the Registration Statement on Form S-1 (No. 333-279915) of Structure Therapeutics Inc. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-1 (No. 333-279915) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
San Jose, California
June 5, 2024

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 ⁽²⁾⁽³⁾	Proposed Maximum Offering Price Per Share ⁽⁴⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁵⁾
Equity	Ordinary Shares, \$0.0001 par value per share	Rule 457(a)	3,681,051	\$17.50	\$64,418,392.50	0.00014760	\$9,508.16
Total Offering Amounts				—	\$64,418,392.50	0.00014760	\$9,508.16
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$9,508.16

- (1) These Ordinary Shares are represented by American depositary shares (“ADSs”), each of which represents three Ordinary Shares of the registrant. ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under a separate registration statement on Form F-6 (No. 333-269454).
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers such an indeterminate amount of Ordinary Shares of the registrant as may become issuable to prevent dilution resulting from stock splits, stock dividends and similar events.
- (3) Represents only the additional 3,681,051 Ordinary Shares represented by ADSs being registered pursuant to this registration statement and includes 480,135 Ordinary Shares represented by ADSs issuable upon exercise of the underwriters’ option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-279915) (the “Prior Registration Statement”). As such, the proposed aggregate maximum offering price of the Ordinary Shares is \$64,418,392.50 (including the underwriters’ option to purchase additional Ordinary Shares represented by ADSs).
- (4) Based on the public offering price.
- (5) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act, based on the proposed maximum aggregate offering price. The registrant previously registered 27,600,000 Ordinary Shares with an aggregate offering price not to exceed \$322,092,000 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on June 5, 2024. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a maximum aggregate offering price of \$64,418,392.50 is hereby registered, which includes Ordinary Shares represented by ADSs issuable upon the exercise of the underwriters’ option to purchase additional shares.