

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

**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

**PUMA BIOTECHNOLOGY, INC.**  
(Exact name of registrant as specified in its charter)

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

**77-0683487**  
(IRS Employer  
Identification No.)

**10880 Wilshire Boulevard, Suite 2150  
Los Angeles, California 90024**  
(Address of principal executive offices) (Zip code)

**Puma Biotechnology, Inc. 2017 Employment Inducement Incentive Award Plan**  
(Full title of the plan)

**Alan H. Auerbach**  
**President and Chief Executive Officer**  
**Puma Biotechnology, Inc.**  
**10880 Wilshire Boulevard, Suite 2150**  
**Los Angeles, California 90024**  
**(424) 248-6500**  
(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

*Copy to:*

**B. Shayne Kennedy**  
**Latham & Watkins LLP**  
**650 Town Center Drive, 20th Floor**  
**Costa Mesa, California 92626**  
**(714) 540-1235**

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  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.

**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	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,000,000 shares	\$13.33	\$13,330,000	\$1,731

- (1) The Puma Biotechnology, Inc. 2017 Employment Inducement Incentive Award Plan (the “Plan”) authorizes the issuance of shares of common stock, par value \$0.0001 per share, of the registrant (the “Common Stock”), of which 1,000,000 shares are being registered hereunder, and 1,000,000 shares have been registered previously on Form S-8 (Reg. No. 333-218373). In accordance with Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement will also cover any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected which results in an increase in the number of outstanding shares of the registrant’s Common Stock.
- (2) Estimated in accordance with Rule 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee on the basis of the average of the high and low sale price per share of Common Stock, as reported on the NASDAQ Global Select Market on February 21, 2020, which was \$13.33 per share.

**Proposed sales to take place as soon after the effective date of this registration statement  
as awards under the Plan are granted, exercised and/or vest.**

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## INTRODUCTION

On February 8, 2020, the Board of Directors of Puma Biotechnology, Inc. (the “Company” or the “Registrant”) approved an amendment to the Puma Biotechnology, Inc. 2017 Employment Inducement Incentive Award Plan (the “Plan”) increasing the number of authorized shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), that may become issuable under the Plan by 1,000,000 shares. The Company is filing this registration statement (this “Registration Statement”) on Form S-8 to register such additional shares.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”). The Registrant will send or give the documents containing the information specified in Part I of Form S-8 to Plan participants as specified by the Commission Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Registration of Additional Securities

The Company has previously registered 1,000,000 shares of Common Stock issuable under the Plan on the registration statement on [Form S-8](#) (Reg. No. 333-218373) filed with the Commission on May 31, 2017 (the “Prior Registration Statement”). Under this Registration Statement, the Company is registering an additional 1,000,000 shares of Common Stock issuable under the Plan. The contents of the Prior Registration Statement are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein. In addition, the description of the Company’s common stock contained in the Company’s Registration Statement on [Form 8-A](#) filed on December 30, 2016, and any subsequent amendment thereto filed for the purpose of updating such description is incorporated herein by reference.

##### Experts

The consolidated financial statements of the Company as of December 31, 2019 and 2018, and for each of the years in the three-year period ended December 31, 2019, and management’s assessment of the effectiveness of internal control over financial reporting as of December 31, 2019 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm (“KPMG”), incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing. The reports of KPMG contain an explanatory paragraph related to the Company’s change in method of accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Codification Topic 842, Leases.

##### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

##### **Item 8. Exhibits.**

See Exhibit Index included herein.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware on June 14, 2016 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 15, 2016 and incorporated herein by reference)</u></a>
4.2	<a href="#"><u>Third Amended and Restated Bylaws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on May 28, 2019 and incorporated herein by reference)</u></a>
4.3	<a href="#"><u>Form of Common Stock Certificate (filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1/A filed with the SEC on February 1, 2012 and incorporated herein by reference)</u></a>
5.1+	<a href="#"><u>Opinion of Latham &amp; Watkins LLP</u></a>
23.1+	<a href="#"><u>Consent of KPMG LLP</u></a>
23.2+	<a href="#"><u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</u></a>
24.1+	<a href="#"><u>Power of Attorney (included on signature page)</u></a>
99.1	<a href="#"><u>Puma Biotechnology, Inc. 2017 Employment Inducement Incentive Award Plan (filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed with the SEC on May 31, 2017 and incorporated herein by reference)</u></a>
99.2+	<a href="#"><u>First Amendment to Puma Biotechnology, Inc. 2017 Employment Inducement Incentive Award Plan</u></a>
99.3	<a href="#"><u>Form of Stock Option Grant Notice and Stock Option Agreement, issued pursuant to the 2017 Employment Inducement Incentive Award Plan (filed as Exhibit 10.2(k) to the Company's Annual Report on Form 10-K filed with the SEC on March 1, 2019 and incorporated herein by reference)</u></a>

+ Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Los Angeles, State of California, on the 27th day of February, 2020.

### PUMA BIOTECHNOLOGY, INC.

By: /s/ Alan H. Auerbach  
Alan H. Auerbach  
President and Chief Executive Officer

## SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Alan H. Auerbach and Maximo F. Nougues, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to file the same, with 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan H. Auerbach</u> Alan H. Auerbach	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	February 27, 2020
<u>/s/ Maximo F. Nougues</u> Maximo F. Nougues	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2020
<u>/s/ Ann C. Miller</u> Ann C. Miller	Director	February 27, 2020
<u>/s/ Michael P. Miller</u> Michael P. Miller	Director	February 27, 2020
<u>/s/ Jay M. Moyes</u> Jay M. Moyes	Director	February 27, 2020
<u>/s/ Hugh O'Dowd</u> Hugh O'Dowd	Director	February 27, 2020
<u>/s/ Adrian M. Senderowicz</u> Adrian M. Senderowicz	Director	February 27, 2020
<u>/s/ Troy E. Wilson</u> Troy E. Wilson	Director	February 27, 2020
<u>/s/ Frank E. Zavrl</u> Frank E. Zavrl	Director	February 27, 2020

February 27, 2020

## FIRM /AFFILIATE OFFICES

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

File No. 048623-0027

Puma Biotechnology, Inc.  
10880 Wilshire Blvd, Suite 2150  
Los Angeles, CA 90024

Re: Registration Statement on Form S-8; 1,000,000 Shares of Common Stock

Ladies and Gentlemen:

We have acted as special counsel to Puma Biotechnology, Inc., a Delaware corporation (the “Company”), in connection with the registration by the Company of 1,000,000 shares of common stock of the Company, par value \$0.0001 per share (the “Shares”), issuable under the Company’s 2017 Employment Inducement Incentive Award Plan, as amended (the “2017 Plan”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), filed with the Securities and Exchange Commission (the “Commission”) on February 27, 2020 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issuance 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.

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 for legal consideration in excess of par value in the circumstances contemplated by the 2017 Plan, and assuming in each case that the individual issuances, grants or awards under the 2017 Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2017 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue 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 in the DGCL.

**LATHAM & WATKINS** LLP

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 Securities 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 Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Puma Biotechnology, Inc.:

We consent to the use of our reports dated February 27, 2020 with respect to the consolidated balance sheets of Puma Biotechnology, Inc. and subsidiaries as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes to the financial statements (collectively, the "consolidated financial statements") and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated herein by reference and to the reference to our firm under the heading 'Experts' in the registration statement. Our report contains an explanatory paragraph related to Puma Biotechnology, Inc.'s change in method of accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Codification Topic 842, Leases.

 (signed) KPMG LLP

/s/ KPMG LLP

Los Angeles, California  
February 27, 2020

**FIRST AMENDMENT TO  
THE PUMA BIOTECHNOLOGY, INC.  
2017 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN**

THIS FIRST AMENDMENT TO THE PUMA BIOTECHNOLOGY, INC. 2017 EMPLOYMENT INDUCEMENT INCENTIVE AWARD PLAN (this "**Amendment**"), effective as of February 8, 2020 (the "**Amendment Effective Date**"), is made and adopted by the Board of Directors (the "**Board**") of Puma Biotechnology, Inc., a Delaware corporation (the "**Company**"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan (as defined below).

WHEREAS, the Company has adopted the Puma Biotechnology, Inc. 2017 Employment Inducement Incentive Award Plan (the "**Plan**");

WHEREAS, the Company desires to amend the Plan as set forth below;

WHEREAS, pursuant to Section 12.1 of the Plan, the Plan may be amended by the Board; and

WHEREAS, the Board has approved this Amendment.

NOW, THEREFORE, in consideration of the foregoing, the Company hereby amends the Plan as follows, effective as of the Amendment Effective Date:

1. The first sentence of Section 3.1(a) of the Plan is hereby amended to read as follows:

"Subject to Sections 3.1(b), 12.1 and 12.2 hereof, the aggregate number of Shares which may be issued or transferred pursuant to Awards under the Plan shall be two million (2,000,000) Shares (the "Share Limit")."

2. This Amendment shall be and is hereby incorporated in and forms a part of the Plan. All other terms and provisions of the Plan shall remain unchanged except as specifically modified herein. The Plan, as amended by this Amendment, is hereby ratified and confirmed.