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

Form S-1
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Arcus Biosciences, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

47-3898435
(I.R.S. Employer Identification Number)

Arcus Biosciences, Inc.
3928 Point Eden Way
Hayward, CA 94545
(510) 694-6200

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

Terry Rosen, Ph.D.
Chief Executive Officer
Arcus Biosciences, Inc.
3928 Point Eden Way
Hayward, CA 94545
(510) 694-6200

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

Copies to:

Marcia A. Hatch
Heidi E. Mayon
Richard C. Blake
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
1200 Seaport Blvd.
Redwood City, CA 94063
(650) 321-2400

Jennifer Jarrett
Chief Business and Financial Officer
Arcus Biosciences, Inc.
3928 Point Eden Way
Hayward, CA 94545
(510) 694-6200

Kenneth L. Guernsey
Jonie I. Kondracki
Charles S. Kim
Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111
(415) 693-2000

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-223086

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 statement 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, 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 Smaller reporting company
Non-accelerated filer (Do not check if a smaller reporting company) Accelerated filer
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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (2)(3)
Common Stock, \$0.0001 par value per share	1,035,000	\$15.00	\$15,525,000	\$1,933

(1) Represents only the additional number of shares being registered and includes an additional 135,000 shares that the underwriters have an option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-223086), as amended (the "Registration Statement"), and is based on the initial public offering price.

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").

(3) The Registrant previously registered 8,165,000 shares of its common stock, for which the fee was \$15,249, on the Registration Statement, which was declared effective by the Securities and Exchange Commission on March 14, 2018. In accordance with Rule 462(b) under the Securities Act, an additional 1,035,000 shares of common stock are hereby registered.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“Securities Act”), Arcus Biosciences, 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. 333-223086) (the “Prior Registration Statement”), which the Registrant originally filed with the Commission on February 16, 2018, and subsequently amended on March 5, 2018 and March 9, 2018, and which the Commission declared effective on March 14, 2018.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.0001 per share, offered by the Registrant by 1,035,000 shares, 135,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for issuance and 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 Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, including all amendments and exhibits thereto, is incorporated by reference herein.

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

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
5.1*	<u>Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (File No. 333-223086) filed with the Commission on February 16, 2018).</u>

* Filed herewith.

March 14, 2018

Arcus Biosciences, Inc.
3928 Point Eden Way
Hayward, CA 94545

Re: Registration Statement on Form S-1 Pursuant to Rule 462(b)

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 to which this letter is attached as Exhibit 5.1 (the “Rule 462(b) Registration Statement”) filed by Arcus Biosciences, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), and relating to the registration under the Securities Act of an additional 1,035,000 shares of the Company’s Common Stock (the “Additional Shares”) for an aggregate offering size of up to 9,200,000 shares of the Company’s Common Stock, including an over-allotment option granted by the Company to the Underwriters to purchase up to 1,200,000 shares of the Company’s Common Stock. The Rule 462(b) Registration Statement to be used for the offer and sale of the Additional Shares is filed with the Commission in connection with the offering described in the Registration Statement on Form S-1 (Registration No. 333-223086) filed with the Commission on February 16, 2018, as amended, which was declared effective by the Commission on March 14, 2018.

As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Additional Shares.

It is our opinion that, upon completion of the proceedings being taken or contemplated to be taken prior to the sale of the Additional Shares, when the Additional Shares to be issued and sold by the Company are issued and paid for in accordance with the terms of the Underwriting Agreement, such Additional Shares will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Rule 462(b) Registration Statement, and further consent to the use of our name wherever appearing in said Rule 462(b) Registration Statement and in any amendment or supplement thereto.

Very truly yours,

/s/ Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP

Consent of 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 February 16, 2018 (except for the third paragraph of Note 2 and the first paragraph of Note 14 to the consolidated financial statements, as to which the date is March 9, 2018), with respect to the consolidated financial statements of Arcus Biosciences, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-223086) and related Prospectus of Arcus Biosciences, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Redwood City, California
March 14, 2018