

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**FibroGen, Inc.**

(Exact name of registrant as specified in its charter)

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

**77-0357827**  
(I.R.S. Employer  
Identification No.)

409 Illinois St.  
San Francisco, CA 94158  
(415) 978-1200  
(Address of principal executive offices)

2014 Equity Incentive Plan  
2014 Employee Stock Purchase Plan  
(Full titles of the plans)

**Thomas B. Neff**  
Chief Executive Officer  
FibroGen, Inc.  
409 Illinois Street  
San Francisco, CA 94158  
(415) 978-1200  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Glen Sato**  
**Michael E. Tenta**  
Cooley LLP  
3175 Hanover Street  
Palo Alto, CA 94304  
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$0.01 per share				
- 2014 Equity Incentive Plan	2,546,611 (2)	\$23.50	\$59,845,358.50	\$6,936.08
- 2014 Employee Stock Purchase Plan	636,652 (2)	\$23.50	\$14,961,322.00	\$1,734.02
<b>Total</b>	<b>3,183,263 (2)</b>		<b>\$74,806,680.50</b>	<b>\$8,670.10</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.
  - (2) Represents additional shares of Registrant’s common stock reserved for future issuance under the Registrant’s 2014 Equity Incentive Plan (the “2014 EIP”) and the Registrant’s 2014 Employee Stock Purchase Plan (the “2014 ESPP”) by reason of the automatic increase provisions of the 2014 EIP and 2014 ESPP.
  - (3) Estimated in accordance with Rule 457(h) and Rule 457(c) promulgated under the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant’s common stock as reported on The NASDAQ Global Market on February 24, 2017.
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## EXPLANATORY NOTE

FibroGen, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering (a) an additional 2,546,611 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issuable to eligible persons under the 2014 EIP, and (b) an additional 636,652 shares of its Common Stock, issuable to eligible persons under the 2014 ESPP, in each case which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Forms S-8 filed on November 18, 2014 (File No. 333-200348) and September 27, 2016 (File No. 333-213816) (the “Prior Registration Statements”).

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

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made a part hereof.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant, as presently in effect.
4.2(2)	Amended and Restated Bylaws of the Registrant, as presently in effect.
4.3(3)	Form of Common Stock Certificate.
5.1	Opinion of Cooley LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney. Reference is made to the signature page of this Form S-8.
99.1(4)	FibroGen, Inc. 2014 Equity Incentive Plan, and forms of agreement thereunder.
99.2(5)	FibroGen, Inc. 2014 Employee Stock Purchase Plan.

  

(1)	Previously filed as Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-199069), filed with the Securities and Exchange Commission (the "Commission") on October 23, 2014, and incorporated by reference herein.
(2)	Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-199069), filed with the Commission on October 23, 2014, and incorporated by reference herein.
(3)	Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-199069), filed with the Commission on November 12, 2014, and incorporated by reference herein.
(4)	Previously filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-199069), filed with the Commission on November 12, 2014, and incorporated by reference herein.
(5)	Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-199069), filed with the Commission on November 12, 2014, and incorporated by reference herein.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Francisco, State of California, on this 1<sup>st</sup> day of March, 2017.

### FIBROGEN, INC.

By: /s/ THOMAS B. NEFF

Name: Thomas B. Neff

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas B. Neff and Pat Cotroneo, jointly and severally, as his true and lawful attorneys-in-fact and agents, 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 all 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 in connection therewith, 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 any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement 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/ THOMAS B. NEFF</u> Thomas B. Neff	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 1, 2017
<u>/s/ PAT COTRONEO</u> Pat Cotroneo	Vice President, Finance, and Chief Financial Officer (Principal Financial and Accounting Officer)	March 1, 2017
<u>/s/ JEFFREY L. EDWARDS</u> Jeffrey L. Edwards	Director	March 1, 2017
<u>/s/ JEFFREY W. HENDERSON</u> Jeffrey W. Henderson	Director	March 1, 2017
<u>/s/ THOMAS F. KEARNS</u> Thomas F. Kearns	Director	March 1, 2017
<u>/s/ KALEVI KURKIJÄRVI, PH.D.</u> Kalevi Kurkijärvi, Ph.D.	Director	March 1, 2017
<u>/s/ RORY B. RIGGS</u> Rory B. Riggs	Director	March 1, 2017
<u>/s/ ROBERT PEDRO ROSENKRANZ, PH.D. M.B.A.</u> Robert Pedro Rosenkranz, Ph.D. M.B.A.	Director	March 1, 2017

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/S/ JORMA ROUTTI, PH.D.

**Jorma Routti, Ph.D.**

Director

March 1, 2017

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/S/ JAMES A. SCHOENECK

**James A. Schoeneck**

Director

March 1, 2017

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/S/ JULIAN N. STERN

**Julian N. Stern**

Director

March 1, 2017

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/S/ TOSHINARI TAMURA, PH.D.

**Toshinari Tamura, Ph.D.**

Director

March 1, 2017

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Michael E. Tenta  
T: +1 650 843 5636  
mtenta@cooley.com

March 1, 2017

FibroGen, Inc.  
409 Illinois Street  
San Francisco, CA 94158

Ladies and Gentlemen:

We have acted as counsel to FibroGen, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to an aggregate of 3,183,263 shares of the Company's Common Stock, par value \$0.01 per share, including (a) 2,546,611 shares of Common Stock (the "**2014 Shares**") pursuant to the Company's 2014 Equity Incentive Plan (the "**2014 Plan**") and (d) 636,652 shares of Common Stock (the "**2014 ESPP Shares**") pursuant to the Company's 2014 Employee Stock Purchase Plan (the "**2014 ESPP**", and together with the 2014 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as in effect as of the date of the Plans and as currently in effect as of the date hereof and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents (except that such assumption is not made as to the Company) where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the 2014 Shares and the 2014 ESPP Shares, when sold and issued in accordance with the 2014 Plan and the 2014 ESPP, respectively, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

3175 HANOVER STREET, PALO ALTO, CA 94304-1130 T: (650) 843-5000 F: (650) 849-7400 WWW.COOLEY.COM





FibroGen, Inc.  
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Michael E. Tenta

Michael E. Tenta

3175 HANOVER STREET, PALO ALTO, CA 94304-1130 T: (650) 843-5000 F: (650) 849-7400 WWW.COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March, 1, 2017, relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in FibroGen, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
March, 1, 2017