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

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

Reata Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

11-3651945
(I.R.S. Employer
Identification Number)

2801 Gateway Drive; Suite 150
Irving, TX 75063
(972) 865-2219
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

Reata Pharmaceuticals, Inc.
Amended and Restated 2007 Long Term Incentive Plan
(Full title of the plan)

J. Warren Huff
Chief Executive Officer
Reata Pharmaceuticals, Inc.
2801 Gateway Drive, Suite 150
Irving, TX 75063
(972) 865-2219

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

Copies to:

Robert L. Kimball
3700 Trammell Crow Center
2001 Ross Avenue
Dallas, TX 75201
(214) 220-7700

Michael D. Wortley
Chief Legal Officer
Reata Pharmaceuticals, Inc.
2801 Gateway Drive, Suite 150
Irving, TX 75063
(972) 865-2219

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 Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer
Non-accelerated filer

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

Name of Plan	Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Reata Pharmaceuticals, Inc. Amended and Restated 2007 Long Term Incentive Plan	Class A common stock, par value \$0.001 per share	981,053	\$88.42	\$86,744,706	\$10,513.46
Reata Pharmaceuticals, Inc. Amended and Restated 2007 Long Term Incentive Plan	Class B common stock, par value \$0.001 per share	981,053	\$88.42	\$86,744,706	\$0
Total					\$10,513.46

- (1) Shares of Reata Pharmaceuticals, Inc. (the “Registrant”) may be issued under the Reata Pharmaceuticals, Inc. Amended and Restated 2007 Long Term Incentive Plan, as amended from time to time (the “2007 Plan” or the “Plan”) up to the maximum number reserved thereunder. Awards may be granted under the Plan with respect to either Class A common stock or Class B common stock of the Registrant (each counting equally against the aggregate total reserved). This Form S-8 Registration Statement (the “Registration Statement”) registers an additional 981,053 shares of each of Class A common stock and Class B common stock that were automatically added to the number of shares authorized for issuance under the Plan on January 1, 2019 pursuant to an “evergreen” provision contained in the Plan. Pursuant to such provision, on January 1, 2018 and January 1 of each calendar year occurring thereafter and prior to the expiration of the Plan, unless the Compensation Committee of the Registrant’s Board of Directors acts to provide otherwise, the maximum aggregate number of shares of Class A and Class B common stock authorized for issuance under the Plan will automatically be increased by an amount equal to three percent (3%) of the aggregate number of shares of Class A and Class B common stock outstanding on a fully diluted basis as of the close of business on the immediately preceding December 31 (calculated by adding to the number of shares of Class A and Class B common stock outstanding on such date, all outstanding securities convertible into either Class A or Class B common stock on such date on an as converted basis). The Registrant has only paid a registration fee for 981,053 shares (the aggregate number of additional shares of Class A and Class B common stock authorized pursuant to the Plan’s “evergreen” provision plus an additional 10% to account for the gross counting method used to count the registration of shares on Form S-8 and the net share counting provisions of the Plan). For purposes of clarity, no more than an additional 981,053 shares of any class will be issued under the 2007 Plan with respect to new awards pursuant to this Registration Statement. Additionally, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), there are also being registered such additional shares of Class A common stock and Class B common Stock of the Registrant as may become issuable pursuant to the adjustment provisions of the Plan.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The price for the Class A common stock and Class B common stock being registered hereby is based on a price of \$88.42 per share of Class A common stock, which is the average of the high and low trading prices for a share of Class A common stock of the Registrant as reported on the NASDAQ Global Market on February 22, 2019.
- (3) Pursuant to General Instruction E to Form S-8, a registration fee is only being paid with respect to the registration of an additional 981,053 aggregate shares of either Class A common stock or Class B common stock under the Plan.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement pursuant to General Instruction E of Form S-8 to register the offer and sale of an aggregate of an additional 981,053 shares of Class A and Class B common stock that may be issued under the Plan. These additional shares of common stock have become reserved for issuance as a result of the operation of the “evergreen” provisions in the Plan, which provides that the total number of shares subject to the Plan will be increased each year pursuant to a specified formula.

The contents of the Registrant’s registration statements on Form S-8 relating to the Plan, which were filed with the Securities and Exchange Commission (the “Commission”) on May 27, 2016 (File No. 333-211682), March 3, 2017 (File No. 333-216412), and March 2, 2018 (File No. 333-223407), are incorporated by reference into this Registration Statement, as permitted by General Instruction E of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Thirteenth Amended and Restated Certificate of Incorporation of Reata Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.7 to the Registrant's Form S-1 Registration Statement (File No. 333-208843), filed on May 16, 2016).</u>
4.2	<u>Second Amended and Restated Bylaws of Reata Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37785), filed on December 7, 2016).</u>
4.3	<u>Reata Pharmaceuticals, Inc. Amended and Restated 2007 Long Term Incentive Plan and forms of award agreements and grant notices (incorporated by reference to Exhibit 10.2 to the Registrant's Form S-1 Registration Statement (File No. 333-208843), filed on March 22, 2016).</u>
5.1*	<u>Opinion of Vinson & Elkins LLP as to the legality of the securities being registered.</u>
23.1*	<u>Consent of Vinson & Elkins LLP (contained in Exhibit 5.1).</u>
23.2*	<u>Consent of Ernst & Young LLP.</u>
24.1*	<u>Powers of Attorney (included on the signature page of this Registration Statement).</u>

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Irving, State of Texas on February 28, 2019.

REATA PHARMACEUTICALS, INC.

By: /s/ J. Warren Huff
Name: J. Warren Huff
Title: Chief Executive Officer and President

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. Warren Huff, and Jason D. Wilson, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, 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 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 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 and to all intents and purposes as they might or could not in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on February 28, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ J. Warren Huff</u> J. Warren Huff	President, Chief Executive Officer and Chairman of the Board of Directors <i>(Principal Executive Officer)</i>
<u>/s/ Jason D. Wilson</u> Jason D. Wilson	Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Elaine Castellanos</u> Elaine Castellanos	Vice President, Finance and Accounting <i>(Principal Accounting Officer)</i>
<u>/s/ James E. Bass</u> James E. Bass	Member of the Board of Directors
<u>/s/ William B. McClellan, Jr.</u> William B. McClellan, Jr.	Member of the Board of Directors
<u>/s/ R. Kent McGaughy, Jr.</u> R. Kent McGaughy, Jr.	Member of the Board of Directors
<u>/s/ Jack B. Nielsen</u> Jack B. Nielsen	Member of the Board of Directors
<u>/s/ William E. Rose</u> William E. Rose	Member of the Board of Directors

Vinson & Elkins

February 28, 2019

Reata Pharmaceuticals, Inc.
2801 Gateway Drive; Suite 150
Irving, TX 75063

Ladies and Gentlemen:

We have acted as counsel for Reata Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of up to 981,053 shares of either the Company’s Class A common stock, par value \$0.001 per share or Class B common stock, par value \$0.001 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) on February 28, 2019, which Shares may be issued from time to time in accordance with the terms of the Reata Pharmaceuticals, Inc. Amended and Restated 2007 Long Term Incentive Plan (the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Share relates, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York Palo
Alto Richmond Riyadh San Francisco Taipei Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700
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This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Amended and Restated 2007 Long Term Incentive Plan of Reata Pharmaceuticals, Inc. of our report dated February 28, 2019, with respect to the consolidated financial statements of Reata Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Dallas, Texas
February 28, 2019