

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

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

Gyre Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

56-2020050
(I.R.S. Employer
Identification No.)

Gyre Therapeutics, Inc.
12770 High Bluff Drive, Suite 150
San Diego, California 92130
(Address, including zip code, of registrant's principal executive offices)

Gyre Therapeutics, Inc. 2023 Omnibus Incentive Plan
(Full title of the plan)

Han Ying, Ph.D.
Chief Executive Officer
Gyre Therapeutics, Inc.
12770 High Bluff Drive, Suite 150
San Diego, California 92130
(619) 949-3681
(Name, address and telephone number (including area code) of agent for service)

Copy to:

Sean Feller
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067-3026
(310) 552-8500

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	<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 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 3,829,780 shares of common stock, par value \$0.001 per share (“Common Stock”), of Gyre Therapeutics, Inc., a Delaware corporation (“Registrant”) under the Gyre Therapeutics, Inc. 2023 Omnibus Incentive Plan (the “Plan”), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares reserved and available for issuance under the Plan on January 1, 2024. In accordance with General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statement on Form S-8 filed by the Company with respect to the Plan on October 31, 2023 (SEC File No. 333-275222), together with all exhibits filed therewith or incorporated therein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No. Exhibit Description

4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form S-3/A filed on October 24, 2023).
4.2	Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form S-3/A filed on October 24, 2023).
4.3	Second Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant’s Registration Statement on Form S-3/A filed on October 24, 2023).
4.4	Third Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on October 30, 2023).
4.5	Certificate of Designation of Series X Convertible Preferred Stock (incorporated by reference to Exhibit 3.4 to the Registrant’s Registration Statement on Form S-3/A filed on October 24, 2023).
4.6	Amendment to Certificate of Designation of Preferences, Rights and Limitations of Series X Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on October 30, 2023).
4.7	Certificate of Designation of Preferences, Rights and Limitations of Series Y Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on June 20, 2023).
4.8	Certificate of Elimination of Series Y Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on August 31, 2023).
4.9	Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on April 13, 2017).
4.10	Certificate of Elimination of Series A Preferred Stock (incorporated by reference to Exhibit 3.6(b) to the Registrant’s Annual Report on Form 10-K filed on March 27, 2024).
4.11	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant’s Current Report on Form 8-K filed on October 30, 2023).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of Grant Thornton Zhitong Certified Public Accountants LLP.
23.2*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page hereto).
99.1	Gyre Therapeutics, Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.15 to the Registrant’s Annual Report on Form 10-K filed on March 27, 2024).
107*	Filing Fee Table.

*Filed herewith.

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 Diego, State of California, on March 27, 2024.

Gyre Therapeutics, Inc.

By: /s/ Han Ying

Name: Han Ying, Ph.D.

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Han Ying and Ruoyu Chen, or either of them, severally, the individual's true and lawful attorney-in-fact and agent, 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, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, 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 or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their 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 indicated on March 27, 2024.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Han Ying</u> Han Ying, Ph.D.	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	March 27, 2024
<u>/s/ Ruoyu Chen</u> Ruoyu Chen	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	March 27, 2024
<u>Ying Luo, Ph.D.</u>	Chairman of the Board of Directors	
<u>/s/ Gordon G. Carmichael</u> Gordon G. Carmichael, Ph.D.	Director	March 27, 2024
<u>/s/ Renate Parry</u> Renate Parry, Ph.D.	Director	March 27, 2024
<u>/s/ Thomas Eastling</u> Thomas Eastling	Director	March 27, 2024
<u>/s/ Nassim Usman</u> Nassim Usman, Ph.D.	Director	March 27, 2024
<u>Songjiang Ma</u>	Director	
<u>/s/ Rodney L. Nussbaum</u> Rodney L. Nussbaum	Director	March 27, 2024

March 27, 2024

Gyre Therapeutics, Inc.
12770 High Bluff Drive, Suite 150
San Diego, California 92130

Re: Gyre Therapeutics, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Gyre Therapeutics, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 3,829,780 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), under the Gyre Therapeutics, Inc. 2023 Omnibus Incentive Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Common Stock, when issued and sold in accordance with the terms set forth in the Plan, as applicable, and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Common Stock may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts. We express no opinion regarding any state securities laws or regulations.

Abu Dhabi Beijing Brussels Century City Dallas Denver Dubai Frankfurt Hong Kong Houston London Los Angeles
Munich New York Orange County Palo Alto Paris Riyadh San Francisco Singapore Washington, D.C.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 27, 2024, with respect to the consolidated financial statements included in the Annual Report of Gyre Therapeutics, Inc. on Form 10-K for the years ended December 31, 2023, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the said report in this Registration Statement.

/s/ Grant Thornton Zhitong Certified Public Accountants LLP

Beijing, China
March 27, 2024

Calculation of Filing Fee Tables

FORM S-8
(Form Type)

Gyre Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule ⁽²⁾	Amount Registered ⁽³⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(a)	3,829,780	\$17.05	\$65,297,749	\$147.60 per \$1,000,000	\$9,637.95
Total Offering Amounts					\$65,297,749		\$9,637.95
Total Fee Offsets							—
Net Fee Due							\$9,637.95

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover such indeterminate number of additional shares of common stock, par value \$0.001 per share (the “Common Stock”) of Gyre Therapeutics, Inc. as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Gyre Therapeutics, Inc. 2023 Omnibus Incentive Plan (the “Plan”).
- (2) Calculated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on The Nasdaq Capital Market on March 25, 2024.
- (3) Represents 3,829,780 shares of Common Stock reserved for issuance under the Plan.