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

**FORM S-3
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

KURA ONCOLOGY, 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)

61-1547851
(I.R.S. Employer
Identification No.)

**3033 Science Park Road, Suite 220
San Diego, CA 92121
(858) 500-8800**
(Address, including zip code and telephone number, of registrant's principal executive offices)

Troy E. Wilson, Ph.D., J.D.
President and Chief Executive Officer
**3033 Science Park Road, Suite 220
San Diego, California 92121
(858) 500-8800**
(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Charles J. Bair, Esq.
James C. Pennington, Esq.
Cooley LLP
**4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 of the same offering. 333-221479

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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
Non-accelerated filer (Do not check if a smaller reporting company)

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	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.0001 par value per share	\$12,050,000	\$1,501

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$200,000,000 on a Registration Statement on Form S-3 (File No. 333-221479), which was initially filed by the registrant on November 9, 2017 and declared effective on December 4, 2017 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$12,050,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such Registration Statements.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act.

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

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

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including any and all prospectus supplements and all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (File No. 333-221479), which was initially filed by the registrant on November 9, 2017 and declared effective on December 4, 2017, and is being filed solely for the purpose of registering an additional \$12,050,000 of the Company's securities.

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included in registrant's Registration Statement on Form S-3 (File No. 333-221479) initially filed with the Securities and Exchange Commission on November 9, 2017 and incorporated herein by reference).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 June 27, 2018.

KURA ONCOLOGY, INC.

By: /s/ Troy E. Wilson, Ph.D., J.D.

Troy E. Wilson, Ph.D., J.D.

President and Chief Executive Officer

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 dates indicated.

Signature	Title	Date
<u>/s/ Troy E. Wilson, Ph.D., J.D.</u> Troy E. Wilson, Ph.D., J.D.	President, Chief Executive Officer and Chairman of the Board of Directors <i>(Principal Executive Officer)</i>	June 27, 2018
<u>/s/ Heidi Henson</u> Heidi Henson	Chief Financial Officer and Secretary <i>(Principal Financial Officer and Accounting Officer)</i>	June 27, 2018
<u>/s/ Faheem Hasnain*</u> Faheem Hasnain	Director	June 27, 2018
<u>/s/ Robert E. Hoffman*</u> Robert E. Hoffman	Director	June 27, 2018
<u>/s/ Thomas Malley*</u> Thomas Malley	Director	June 27, 2018
<u>/s/ Steven H. Stein, M.D.*</u> Steven H. Stein, M.D.	Director	June 27, 2018

*Pursuant to power of attorney

By: /s/ Heidi Henson

Heidi Henson

Attorney-in-fact



Charles J. Bair
+1 858-550-6142
cbair@cooley.com

June 27, 2018
Kura Oncology, Inc.
3033 Science Park Road, Suite 220
San Diego, CA 92121

Ladies and Gentlemen:

We have acted as counsel to Kura Oncology, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-3 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of \$12,050,000 of shares of common stock, par value \$0.0001 per share, not to exceed 750,000 shares (“**Common Stock**”), of the Company (the “**Shares**”). The Registration Statement incorporates by reference the Registration Statement on Form S-3 (No. 333-221479), which was initially filed with the Commission on November 9, 2017 and was declared effective on December 4, 2017, including the prospectus which forms a part of such Registration Statement (the “**Prospectus**”), as supplemented from time to time by one or more prospectus supplements.

In connection with this opinion, we have examined and relied upon the Registration Statement and the Prospectus, the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. 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.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies thereof; and the accuracy, completeness and authenticity of certificates of public officials.

Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We express no opinion as to whether the laws of any particular jurisdiction apply, and no opinion to the extent that any law other than that identified above is applicable to the subject matter hereof. We express no opinion to the extent that the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state 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 Shares, when sold in accordance with the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6000 f: (858) 550-6420 cooley.com



Kura Oncology, Inc.

June 27, 2018

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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Charles J. Bair

Charles J. Bair

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6000 f: (858) 550-6420 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-3 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 March 12, 2018, with respect to the financial statements of Kura Oncology, Inc. included in the Registration Statement (Form S-3 No. 333-221479) and related Prospectuses of Kura Oncology, Inc. for the registration of its common stock, preferred stock, debt securities, and warrants.

/s/ Ernst & Young LLP

San Diego, CA
June 25, 2018