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

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
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 Number)

**11119 N. Torrey Pines Road, Suite 125
La Jolla, CA 92037
(858) 500-8800**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Troy Wilson, Ph.D., J.D.
President and Chief Executive Officer
Kura Oncology, Inc.
11119 N. Torrey Pines Road, Suite 125
La Jolla, CA 92037
(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, California 92121
(858) 550-6000

Stuart Bressman, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
(212) 969-3000

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, as amended (the "Securities Act"), 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, 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(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.

(File No. 333-207534)

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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registrant's Registration Statement on Form S-1 (File No. 333-207534), as amended, declared effective on November 4, 2015 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and financial statement schedules.

(a) Exhibits.

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Cooley LLP.
24.1(a)	Power of Attorney.

(a) Included on the signature page of Registration Statement on Form S-1 (File No. 333-207534), filed with the Securities and Exchange Commission on October 20, 2015, and incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Cooley LLP.
24.1(a)	Power of Attorney.
(a)	Included on the signature page of Registration Statement on Form S-1 (File No. 333-207534), filed with the Securities and Exchange Commission on October 20, 2015, and incorporated herein by reference.



CHARLES J. BAIR
+1 858 550 6142
cbair@cooley.com

November 4, 2015

Kura Oncology, Inc.
11119 N. Torrey Pines Road, Suite 125
La Jolla, CA 92037

Ladies and Gentlemen:

We represent Kura Oncology, Inc., a Delaware corporation (the "**Company**"), in connection with the filing, pursuant to Rule 462(d) of Regulation C promulgated under the Securities Act of 1933, of a Post-Effective Amendment No. 1 to a Registration Statement (No. 333-207534) on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission, including a related prospectus filed with the Registration Statement (the "**Prospectus**"), covering an underwritten public offering of up to 7,187,500 shares (the "**Shares**") of the Company's common stock, par value \$0.0001, which includes up to 6,250,000 Shares to be sold by the Company (the "**Company Shares**") and up to 937,500 Shares that may be sold by the Company pursuant to the exercise of an of an over-allotment option granted to the underwriters (the "**Overallotment Shares**"). The Registration Statement was declared effective on November 4, 2015.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect and (c) the 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. 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. 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 Company Shares and the Overallotment Shares, when sold and issued against payment therefor as described in the Registration Statement and the related Prospectus, will be validly issued, fully paid and non-assessable.

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Kura Oncology, Inc.
November 4, 2015
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We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Registration Statement 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

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