

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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

GALECTO, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

37-1957007
(I.R.S. Employer
Identification Number)

75 State Street, Suite 100
Boston, Massachusetts, 02109

Ole Maaloes Vej 3
DK-2200 Copenhagen N
Denmark
(+45) 70 70 52 10
(Address of Principal Executive Offices)

Galecto, Inc. 2020 Equity Incentive Plan
(Full Title of the Plans)

The Corporation Trust Company
c/o Galecto, Inc.
1209 Orange Street
Wilmington, DC 19801
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Edwin M. O'Connor
Goodwin Procter LLP
620 8th Avenue
New York, NY 10018
(212) 813-8800

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 checked="" 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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (File No. 333-249852) of the Registrant is effective. The information contained in the Registration Statement is hereby incorporated by reference pursuant to General Instruction E.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, as filed with the Commission on November 4, 2020 (File No. 001-39655)).</u>
4.2	<u>Amended and Restated By-laws (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, as filed with the Commission on November 4, 2020 (File No. 001-39655)).</u>
4.3	<u>Amended and Restated Investors' Rights Agreement among the registrant and certain of its stockholders, dated September 25, 2020 (Incorporated by reference to Exhibit 4.2 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-249369)).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of EY Godkendt Revisionspartnerselskab, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page to this registration statement).</u>
99.1	<u>2020 Equity Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K, as filed with the Commission on March 29, 2021).</u>
107*	<u>Filing fee table.</u>

* Filed herewith.

February 17, 2022

Galecto, Inc.
Ole Maaloes Vej 3
DK-2200 Copenhagen N
Denmark

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to the registration of the offering by Galecto, Inc., a Delaware corporation (the "Company") of 1,263,091 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share ("Common Stock"), that may be issued pursuant to the Company's 2020 Equity Incentive Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/S/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Equity Incentive Plan of Galecto, Inc. of our report dated February 17, 2022, with respect to the consolidated financial statements of Galecto, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ EY Godkendt Revisionspartnerselskab

Copenhagen, Denmark

February 17, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

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

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1) (2)	Proposed Maximum Offering Price Per Share(3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.00001 par value per share	Rule 457(c) and Rule 457(h)	32,118	\$3.24	\$104,062.32	0.0000927	\$9.65
Equity	Common stock, \$0.00001 par value per share	Rule 457(c) and Rule 457(h)	200,000	\$2.07	\$414,000.00	0.0000927	\$38.38
Equity	Common stock, \$0.00001 par value per share	Rule 457(c) and Rule 457(h)	1,030,973	\$2.11	\$2,175,353.03	0.0000927	\$201.66
Total Offering Amounts							\$2,693,415.35
Total Fee Offsets							\$-
Net Fee Due							\$249.69

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the 2020 Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

- (2) The aggregate 1,263,091 shares of common stock, par value \$0.00001 per share (“Common Stock”), to be registered represents an automatic increase to the number of shares available for issuance under the registrant’s 2020 Equity Incentive Plan (the “2020 Plan”), effective as of January 1, 2022. Shares available for issuance under the 2020 Plan were previously registered on Form S-8 registration statements filed with the Securities and Exchange Commission on November 4, 2020 (Registration No. 333-249852) and March 29, 2021 (Registration No. 333-254805). The Common Stock to be registered consists of (i) 32,118 shares granted under the 2020 Plan on January 5, 2022, (ii) 200,000 shares granted under the 2020 Plan on February 15, 2022 and (iii) 1,030,973 shares which may hereafter be granted under the 2020 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on \$2.11 per share, which is the average of the high and low sales prices of the Registrant’s common stock, as reported on the Nasdaq Global Select Market on February 11, 2022, which is a date within five business days prior to the filing of this registration statement.