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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Kezar Life Sciences, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State of other jurisdiction of incorporation or organization)

47-3366145
(I.R.S. Employer I.D. No.)

4000 Shoreline Court, Suite 300, South San Francisco, CA, 94080
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Preferred Share Purchase Rights

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates (if applicable):
Not applicable.

Securities to be registered pursuant to Section 12(g) of the Act:
None.

Item 1. Description of Securities to be Registered.

On October 17, 2024, the Board of Directors (the “Board”) of Kezar Life Sciences, Inc. (the “Company”), a Delaware corporation, declared a dividend of one preferred share purchase right (“Right”) for each outstanding share of common stock, par value \$0.001 per share, of the Company, and adopted a stockholder rights plan, as set forth in the Rights Agreement, dated as of October 17, 2024 (the “Rights Agreement”), by and between the Company and Computershare Trust Company, N.A., a federally chartered trust company, as rights agent. The dividend is payable to stockholders holders of record of the Company as of the close of business on October 28, 2024.

Each Right will allow its holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.001 per share, for \$7.16, once the Rights become exercisable.

The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, which is incorporated herein by reference. The description of the Rights is incorporated herein by reference to the description set forth under Items 1.01, 3.03 and 5.03 of the Company’s Current Report on Form 8-K filed on October 17, 2024 and is qualified in its entirety by reference to the full text of the Rights Agreement included as Exhibit 4.1 to such Current Report.

Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Designations of Series A Junior Participating Preferred Stock of Kezar Life Sciences, Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K filed on October 17, 2024).</u>
4.1	<u>Rights Agreement, dated as of October 17, by and between Kezar Life Sciences, Inc. and Computershare Trust Company, N.A., as rights agent, which includes the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C (incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on October 17, 2024).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 17, 2024

KEZAR LIFE SCIENCES, INC.

By: /s/ Marc L. Belsky

Name: Marc L. Belsky

Title: Chief Financial Officer and Secretary