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February 3, 2021

**VIA EDGAR**

United States Securities and Exchange Commission  
Division of Corporation Finance  
Office of Life Sciences  
100 F Street, N.E.  
Washington, D.C. 20549-6010

Attention: David Burton  
Sasha Parikh  
Chris Edwards  
Celeste Murphy

Re: Terns Pharmaceuticals, Inc.  
**Amendment No. 1 to Registration Statement on Form S-1**  
**Filed February 1, 2021**  
**File No. 333-252180**

Ladies and Gentlemen:

Terns Pharmaceuticals, Inc. (the "**Company**") confidentially submitted a draft of the above-referenced Registration Statement (the "**Registration Statement**") to the Commission on November 10, 2020, resubmitted to the Commission on December 15, 2020, subsequently filed the Registration Statement with the Commission on January 15, 2021, and filed Amendment No. 1 to the Registration Statement (the "**Amended Registration Statement**") on February 1, 2021. The Company is providing this letter in response to the comment letter to the Amended Registration Statement received on February 2, 2021 from the staff of the Commission (the "**Staff**").

For ease of review, we have set forth below the numbered comment of the Staff's letter in bold type followed by the Company's response thereto.

**Capitalization, page 82**

1. **Please revise total capitalization as of September 30, 2020, ensuring to exclude cash and cash equivalents as it is not a component of capitalization.**

*Response:* The Company respectfully acknowledges the Staff's comment and has revised page 82 of the Registration Statement. The Company respectfully submits that cash and cash equivalents are not included in the total capitalization row in the "Actual" column (nor "Pro Forma" or "Pro Forma as Adjusted") of the section titled "Capitalization".

2. **Please revise the amount of "Actual" issued and outstanding shares of common stock in your capitalization table to be consistent with the outstanding shares amount as presented in your condensed consolidated balance sheet as of September 30, 2020 or tell us and revise to disclose your basis for including 83,333 restricted shares that have not met the vesting criteria in your determination of common shares outstanding as of September 30, 2020 that is reflected in your capitalization table.**

*Response:* The Company respectfully acknowledges the Staff's comment and has revised pages 82 and 83 of the Registration Statement.

**Dilution, page 84**

3. **The historical net tangible book value and historical net tangible book value per share as of September 30, 2020 appears to include mezzanine equity. Please revise the calculations to exclude mezzanine equity or advise as to the appropriateness of your calculation.**

*Response:* The Company respectfully acknowledges the Staff's comment and has revised pages 84 and 85 of the Registration Statement. The Company advises the Staff that the calculation of the Company's historical net tangible book value and historical net tangible book value per share as of September 30, 2020 in the revised disclosure excludes both components of mezzanine equity (*i.e.*, noncontrolling interest and convertible preferred stock).

\* \* \*

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We hope the foregoing answers are responsive to your comments. Please do not hesitate to contact me by telephone at (650) 463-3014 or by fax at (650) 463-2600 with any questions or comments regarding this correspondence.

Very truly yours,

/s/ Brian J. Cuneo

Brian J. Cuneo, Esq.  
of LATHAM & WATKINS LLP

cc: Senthil Sundaram, Terns Pharmaceuticals, Inc.  
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