

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
 Estimated average burden hours per response: 4.00

1. Issuer's Identity

<p>CIK (Filer ID Number) 0001737287</p> <p>Name of Issuer Allogene Therapeutics, Inc.</p> <p>Jurisdiction of Incorporation/Organization DELAWARE</p> <p>Year of Incorporation/Organization Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2017 <input type="checkbox"/> Yet to Be Formed</p>	<p>Previous Names <input checked="" type="checkbox"/> None</p>	<p>Entity Type</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)</p>
---	--	---

2. Principal Place of Business and Contact Information

Name of Issuer			
Allogene Therapeutics, Inc.			
Street Address 1		Street Address 2	
270 LITTLEFIELD AVE			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
SOUTH SAN FRANCISCO	CALIFORNIA	94080	(212) 871-7920

3. Related Persons

Last Name	First Name	Middle Name
KAZAM	JOSHUA	A.
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
TANEN	DAVID	M.
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BELLDEGRUN	ARIE	
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BONDERMAN	DAVID	
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
CHANG	DAVID	
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
ABRAHAM	ROBERT	
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DEYOUNG	JOHN	
Street Address 1	Street Address 2	
C/O ALLOGENE THERAPEUTICS, INC.	270 LITTLEFIELD AVE	
City	State/Province/Country	ZIP/PostalCode
SOUTH SAN FRANCISCO	CALIFORNIA	94080
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

HUMER

FRANZ

Street Address 1**Street Address 2**C/O ALLOGENE THERAPEUTICS,
INC.

270 LITTLEFIELD AVE

City**State/Province/Country****ZIP/PostalCode**

SOUTH SAN FRANCISCO

CALIFORNIA

94080

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

SISITSKY

TODD

Street Address 1**Street Address 2**C/O ALLOGENE THERAPEUTICS,
INC.

270 LITTLEFIELD AVE

City**State/Province/Country****ZIP/PostalCode**

SOUTH SAN FRANCISCO

CALIFORNIA

94080

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

WITTE

OWEN

Street Address 1**Street Address 2**C/O ALLOGENE THERAPEUTICS,
INC.

270 LITTLEFIELD AVE

City**State/Province/Country****ZIP/PostalCode**

SOUTH SAN FRANCISCO

CALIFORNIA

94080

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

X Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as
an investment company under
the Investment Company
Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

Business Services

REITS & Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-04-06 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$411,770,409 USD or Indefinite

Total Amount Sold \$411,770,409 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

The consideration for \$111,770,405 of the total offering amount was non-cash consideration, and the consideration for \$150,000,002 of the total offering amount was capital commitments.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment

Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Allogene Therapeutics, Inc.	/s/ David M. Tanen	David M. Tanen	Secretary	2018-04-19

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
