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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Alaunos Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1475642
(I.R.S. Employer
Identification No.)

8030 El Rio Street
Houston, TX
(Address of principal executive offices)

77054
(Zip Code)

ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan
(Full title of the plan)

Kevin S. Boyle, Sr.
Chief Executive Officer
Alaunos Therapeutics, Inc.
8030 El Rio Street
Houston, TX 77054
(346) 355-4099

(Name, address and telephone number of agent for service)

Copies to:

Melinda Lackey
Senior Vice President, Legal
Alaunos Therapeutics, Inc.
8030 El Rio Street
Houston, TX 77054
(346) 355-4099

Brian K. Rosenzweig
Lilit Kazangyan
Covington & Burling LLP
620 Eighth Avenue
New York, NY 10018
(212) 841-1000

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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.

EXPLANATORY NOTE; INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8 (File No. 333-241698)

This Registration Statement is being filed by Alaunos Therapeutics, Inc. (the “registrant”) for the purpose of registering additional securities of the same class as other securities for which a registration statement filed on Form S-8 relating to the ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan (the “2020 Plan”) is already effective. Pursuant to General Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of the registration statement that we filed on [Form S-8](#) (File No. 333-241698) with the Securities and Exchange Commission (the “SEC”) on August 6, 2020 in its entirety and including exhibits thereto, relating to the registration of 5,750,000 shares of our common stock, par value \$0.001 per share, authorized for issuance under the 2020 Plan. This Registration Statement provides for the registration of an additional 15,250,000 shares of common stock to be issued under the 2020 Plan. 12,191,545 of these shares represent the remaining shares of common stock reserved for issuance under the 2020 Plan.

PART II

ITEM 3. Incorporation of Documents by Reference.

The following documents (File No. 001-33038) previously filed with the SEC are hereby incorporated by reference:

- the registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the SEC on March 30, 2022 (the “2021 Annual Report”);
- all other reports filed with the SEC pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Company’s 2021 Annual Report; and
- the description of the Company’s Common Stock contained in [Exhibit 4.7](#) to the 2021 Annual Report, including any amendments or reports filed for the purposes of updating this description.

All reports and other documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, except as to specific sections of such statements as set forth therein.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K (or any portion thereof so furnished) prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

ITEM 6. Indemnification of Directors and Officers

The Registrant is incorporated under the laws of the State of Delaware. Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (“DGCL”), empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

The Registrant's amended and restated certificate of incorporation provides for indemnification of the Registrant's directors to the maximum extent permitted by applicable law, and the Registrant's bylaws, as amended, provide for indemnification of the Registrant's directors, officers, employees and other agents to the maximum extent permitted by law.

The Registrant has entered into indemnification agreements with the Registrant's directors, whereby the Registrant has agreed to indemnify the Registrant's directors to the fullest extent permitted by the DGCL, including advancement of expenses incurred in legal proceedings to which the director was, or is threatened to be made, a party by reason of the fact that (i) such director is or was a director of the Registrant, (ii) such director acted while a director, officer, employee or agent of the Registrant, or (iii) such director was serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. At present, there is no pending litigation or proceeding involving a director of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains a directors' and officers' liability insurance policy that indemnifies the Registrant's directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation, and all amendments thereto (incorporated by reference to Exhibit 3.1 to the registrant's Annual Report on Form 10-K, File No. 001-33038, filed March 30, 2022).</u>
4.2	<u>Amended and Restated Certificate of Designation, Preferences and Rights of Series 1 preferred stock, as filed with the Delaware Secretary of State on July 1, 2016 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K/A, SEC File No. 001-33038, filed July 1, 2016).</u>
4.3	<u>Amended and Restated Bylaws of the Registrant, dated as of September 21, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed September 22, 2020).</u>
4.4	<u>Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form SB-2 (File No. 333-129020) filed with the Commission on October 14, 2005 and incorporated herein by reference).</u>
5.1*	<u>Opinion of Covington & Burling LLP.</u>
23.1*	<u>Consent of RSM US LLP.</u>
23.2*	<u>Consent of Covington & Burling LLP (included in Exhibit 5.1 and incorporated herein by reference).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
99.1	<u>ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K (File No. 001-33038) filed with the Commission on June 29, 2020 and incorporated herein by reference).</u>
107*	<u>Filing Fee Table</u>
*	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on the 30th day of March, 2022.

Alaunos Therapeutics, Inc.

By: /s/ Kevin S. Boyle, Sr.

Kevin S. Boyle, Sr.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin S. Boyle, Sr. and Michael Wong, jointly and severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Kevin S. Boyle, Sr.</u> Kevin S. Boyle, Sr.	Chief Executive Officer and Director <i>(Principal Executive Officer and Principal Financial Officer)</i>	March 30, 2022
<u>/s/ Michael Wong</u> Michael Wong	Vice President, Finance <i>(Principal Accounting Officer)</i>	March 30, 2022
<u>/s/ Christopher Bowden</u> Christopher Bowden	Director	March 30, 2022
<u>/s/ James Huang</u> James Huang	Director	March 30, 2022
<u>/s/ Robert W. Postma</u> Robert W. Postma	Director	March 30, 2022
<u>/s/ Mary Thistle</u> Mary Thistle	Director	March 30, 2022
<u>/s/ Jaime Vieser</u> Jaime Vieser	Director	March 30, 2022
<u>/s/ Holger Weis</u> Holger Weis	Director	March 30, 2022

COVINGTON

BEIJING BRUSSELS DUBAI FRANKFURT JOHANNESBURG
LONDON LOS ANGELES NEW YORK PALO ALTO
SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

March 30, 2022

Alaunos Therapeutics, Inc.
8030 El Rio Street
Houston, Texas 77054

Ladies & Gentlemen:

We have acted as counsel to Alaunos Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “*Act*”) of 15,250,000 shares of the Company’s common stock, par value \$0.001 per share (the “*Shares*”), issuable under the ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan, as amended (the “*Plan*”), pursuant to the registration statement on Form S-8 filed with the Securities and Exchange Commission on the date hereof (such registration statement is herein referred to as the “*Registration Statement*”).

We have reviewed the Registration Statement and such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic, and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company, and other sources believed by us to be responsible.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in accordance with the Plan, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements under the Plan, which will be fully paid and nonassessable when such deferred payments are made in full).

We are members of the bar of the State of New York. We do not express any opinion herein on any laws other than the Delaware General Corporation Law and reported judicial decisions interpreting such law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Covington & Burling LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Alaunos Therapeutics, Inc. of our report dated March 30, 2022, relating to the financial statements of Alaunos Therapeutics, Inc. and its subsidiaries, appearing in the Annual Report on Form 10-K of Alaunos Therapeutics, Inc. for the year ended December 31, 2021.

/s/ RSM US LLP

Boston, Massachusetts

March 30, 2022

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

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

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, to be issued under the Registrant's 2020 Equity Incentive Plan	Rules 457(c) and 457(h)	12,191,545(2)	\$0.64(3)	\$7,802,588.80	\$92.70 per \$1,000,000	\$723.30
Equity	Common Stock, par value \$0.001 per share, to be issued under the Registrant's 2020 Equity Incentive Plan	Rule 457(h)	3,058,455(4)	\$1.48(5)	\$4,526,513.40	92.70 per \$1,000,000	\$419.61
Total Offering Amounts					\$12,329,102.20		\$1,142.91
Total Fee Offsets (6)							\$0
Net Fee Due							\$1,142.91

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional shares of common stock that may become issuable under the ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan from time to time by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's common stock.
- (2) Represents 12,191,545 shares reserved for future issuance under the Registrant's 2020 Equity Incentive Plan.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$0.64, which was the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on March 25, 2022.
- (4) Represents shares of common stock underlying option awards granted and outstanding, but not registered, under the Registrant's 2020 Equity Incentive Plan, as of March 29, 2022.
- (5) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$1.48, which is weighted-average exercise price for options outstanding, but not registered, under the 2020 Equity Incentive Plan, as of March 29, 2022.
- (6) The Registrant does not have any fee offsets.