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

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

CUE BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3324577
(I.R.S. Employer
Identification No.)

21 Erie St.
Cambridge, MA
(Address of principal executive offices)

02139
(Zip Code)

Cue Biopharma, Inc. 2016 Omnibus Incentive Plan
(Full title of the plan)

Daniel R. Passeri
Chief Executive Officer
Cue Biopharma, Inc.
21 Erie St.
Cambridge, MA 02139
(Name and address of agent for service)

(617) 949-2680
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-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 pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share, to be issued under the Registrant's 2016 Omnibus Incentive Plan	1,224,342 (3)	\$13.40	\$16,406,183	\$2,130

- ¹ In addition, pursuant to Rule 416(a), this Registration Statement also covers such indeterminate number of additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split, stock dividend or similar transaction.
- ² Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933, as amended, and based on the average of the high and low prices for Common Stock on March 12, 2020, as reported on The Nasdaq Capital Market.
- ³ Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Cue Biopharma, Inc. 2016 Omnibus Incentive Plan (the "**Plan**"), on January 1, 2020 pursuant to an "evergreen" provision contained in the Plan.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement is filed by Cue Biopharma, Inc., a Delaware corporation (the “Company” or “Registrant”), for the purpose of registering 1,224,342 additional shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), for offer and sale under the Cue Biopharma, Inc. 2016 Omnibus Incentive Plan, as amended (the “Plan”), that were automatically added to the shares authorized for issuance under the Plan on January 1, 2020 pursuant to an “evergreen” provision contained in the Plan. After taking into account such shares, the aggregate number of shares of Common Stock authorized to be issued under the Plan is 6,522,385, which includes 5,298,043 shares of Common Stock previously registered under the Registration Statement on Form S-8, File No. 333-224018, filed with the Securities and Exchange Commission (the “Commission”) on [March 29, 2018](#) (the “First Registration Statement”), and the Registration Statement on Form S-8, File No. 333-230282, filed with the Commission on [March 14, 2019](#) (together with the First Registration Statement, the “Original Registration Statements”). Pursuant to Instruction E to Form S-8, the Company hereby incorporates the Original Registration Statements by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by this Item 1 is omitted from this Registration Statement in accordance with Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information.

The information required by this Item 2 is omitted from this Registration Statement in accordance with Rule 428(b)(1) of the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019 filed with the Commission on March 12, 2020, as amended by the [Form 10-K/A](#) filed with the Commission on March 12, 2020;
- Current Report on [Form 8-K](#) filed with the Commission on February 10, 2020; and
- The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form S-1](#), originally filed with the Commission on September 21, 2017, as amended (File No. 333-220550), which description is incorporated by reference into the Registrant’s Registration Statement on [Form 8-A](#), originally filed with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on December 13, 2017 (File No. 001-38327), including any further amendment or report filed hereafter for the purpose of updating such description.

All reports and other documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. The Registrant is not incorporating by reference any reports or documents or portions thereof that are not considered to be "filed" with the Commission.

Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of Cue Biopharma, Inc. (incorporated by reference to Exhibit 3.4 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-220550) filed on December 5, 2017)</u>
4.2	<u>Amended and Restated Bylaws of Cue Biopharma, Inc. (incorporated by reference to Exhibit 3.5 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-220550) filed on December 5, 2017)</u>
4.3	<u>Cue Biopharma, Inc. 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form S-1 (File No. 333-220550) filed on September 21, 2017)</u>
4.4	<u>Amendment No. 1 to Cue Biopharma, Inc. 2016 Omnibus Incentive Plan (incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement filed on June 18, 2019)</u>
4.5	<u>Form of Stock Option Award under Cue Biopharma, Inc. 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.14 to the Registrant's Registration Statement on Form S-1 (File No. 333-220550) filed on September 21, 2017)</u>
5.1	<u>Opinion of K&L Gates LLP</u>
23.1	<u>Consent of RSM US LLP, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of K&L Gates LLP (contained in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page of this Registration Statement)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Cambridge, Commonwealth of Massachusetts, on March 12, 2020.

Cue Biopharma, Inc.

By: /s/ Daniel R. Passeri

Daniel R. Passeri
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Daniel R. Passeri and Kerri-Ann Millar, and each of them, his true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, 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, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated, in each case on March 12, 2020:

<u>Signature</u>	<u>Title</u>
<u>/s/ Daniel R. Passeri</u> Daniel R. Passeri	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Kerri-Ann Millar</u> Kerri-Ann Millar	Vice President, Finance (Principal Financial and Accounting Officer)
<u>/s/ Aaron Fletcher</u> Aaron Fletcher	Director
<u>/s/ Frederick Driscoll</u> Frederick Driscoll	Director
<u>/s/ Cameron Gray</u> Cameron Gray	Director
<u>/s/ Peter Kiener</u> Peter Kiener	Director
<u>/s/ Frank Morich</u> Frank Morich	Director
<u>/s/ Barry Simon</u> Barry Simon	Director

The logo for K&L GATES, featuring the text "K&L GATES" in white, uppercase letters on a dark blue rectangular background.

March 12, 2020

Cue Biopharma, Inc.
21 Erie Street
Cambridge, MA 02139

Ladies and Gentlemen:

We have acted as special counsel to Cue Biopharma, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed on the date hereof with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations promulgated thereunder for the registration of 1,224,342 additional shares (the "Shares") of Common Stock, par value \$0.0001 per share (the "Common Stock"), of the Company, issuable pursuant to the Cue Biopharma, Inc. 2016 Omnibus Incentive Plan (the "Plan").

You have requested our opinion as to the matters set forth below in connection with the issuance of the Shares. For purposes of rendering that opinion, we have examined (i) the Registration Statement, (ii) the Company's Certificate of Incorporation, (iii) its Bylaws, (iv) the stock ledger; (v) the corporate action of the Company's Board of Directors which authorizes the registration of the Shares on the Registration Statement and (vi) the Plan, and we also have made such investigation of law as we have deemed appropriate. We have examined and relied upon certificates of public officials and such other documents and instruments as we have deemed necessary or advisable for the purpose of rendering our opinion. For the purposes of this opinion letter, we have made assumptions that are customary in opinion letters of this kind, including the assumptions that each document submitted to us is accurate and complete, that each such document that is an original is authentic, that each such document that is a copy conforms to an authentic original, that all signatures on each such document are genuine and that the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of those assumptions.

K&L GATES LLP
300 SOUTH TRYON STREET SUITE 1000 CHARLOTTE NC 28202
T +1 704 331 7400 F +1 704 331 7598 kl gates.com

In rendering our opinion below, we also have assumed that: (a) the Company will have sufficient authorized and unissued shares of Common Stock at the time of each issuance of a Share under the Plan; (b) the Shares will be evidenced by appropriate certificates, duly executed and delivered or the Company's Board of Directors will adopt a resolution, providing that all Shares shall be uncertificated in accordance with Section 158 of the Delaware General Corporation Law (the "DGCL"), prior to their issuance; (c) the issuance of each Share will be duly noted in the Company's stock ledger upon its issuance; (d) the Plan constitutes the valid and binding agreement of the Company, enforceable against the Company in accordance with its terms; (e) the Company will receive consideration for each Share at least equal to the par value of such share of Common Stock and in the amount required by the Plan (or the award agreement issued thereunder); and (f) prior to the issuance of any Shares under the Plan, the Company's Board of Directors will duly authorize each award granted under the Plan pursuant to an award agreement and in accordance with the DGCL and the Plan.

Our opinion set forth below is limited to the DGCL and reported judicial decisions interpreting the DGCL.

Based upon and subject to the foregoing, it is our opinion that the Shares are duly authorized for issuance by the Company pursuant to, and on the terms set forth in, the Plan and, when, and if, issued pursuant to the terms of the Plan and the applicable award agreement will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Cue Biopharma, Inc. of our report dated March 11, 2020, relating to the consolidated financial statements of Cue Biopharma, Inc. and Subsidiary appearing in the Annual Report on Form 10-K of Cue Biopharma, Inc. for the year ended December 31, 2019.

/s/ RSM US LLP

Boston, Massachusetts
March 12, 2020