

**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)

**40 Guest Street
Boston, MA**

(Address of principal executive offices)

47-3324577

(I.R.S. Employer
Identification No.)

02135

(Zip Code)

2016 Omnibus Incentive Plan, as amended
(Full title of the plan)

Daniel R. Passeri
Chief Executive Officer
Cue Biopharma, Inc.
40 Guest Street
Boston, MA 02135

(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, 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

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

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the 2016 Omnibus Incentive Plan, as amended (the “2016 Plan”), of Cue Biopharma, Inc. (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-224018, relating to the 2016 Plan filed by the Registrant with the Securities and Exchange Commission on [March 29, 2018](#), the contents of the Registration Statement on Form S-8, File No. 333-230282, relating to the 2016 Plan filed by the Registrant with the Securities and Exchange Commission on [March 14, 2019](#), the contents of the Registration Statement on Form S-8, File No. 333-237140, relating to the 2016 Plan filed by the Registrant with the Securities and Exchange Commission on [March 12, 2020](#), the contents of the Registration Statement on Form S-8, File No. 333-254045, relating to the 2016 Plan filed by the Registrant with the Securities and Exchange Commission on [March 9, 2021](#) and the contents of the Registration Statement on Form S-8, File No. 333-263624, relating to the 2016 Plan filed by the Registrant with the Securities and Exchange Commission on [March 16, 2022](#).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation, as amended, of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38327) filed with the Securities and Exchange Commission on November 9, 2020)</u>
4.2	<u>Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-220550) filed with the Securities and Exchange Commission on December 5, 2017)</u>
5.1*	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant</u>
23.1*	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</u>
23.2*	<u>Consent of RSM US LLP, Independent Registered Public Accounting Firm</u>
24.1*	<u>Power of attorney (included on the signature pages of this registration statement)</u>
99.1	<u>Cue Biopharma, Inc. 2016 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form S-1 (File No. 333-220550) filed with the Securities and Exchange Commission on September 21, 2017)</u>
99.2	<u>Amendment No. 1 to Cue Biopharma, Inc. 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K (File No. 001-38327) filed with the Securities and Exchange Commission on March 12, 2020)</u>
107*	<u>Calculation of Filing Fee Tables</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Boston, Commonwealth of Massachusetts, on this 21st day of March, 2023.

CUE BIOPHARMA, INC.

By: /s/ Daniel R. Passeri

Daniel R. Passeri

Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Cue Biopharma, Inc., hereby severally constitute and appoint Daniel R. Passeri, Kerri-Ann Millar and Colin Sandercock, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Cue Biopharma, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel R. Passeri</u> Daniel R. Passeri	Chief Executive Officer and Director (Principal executive officer)	March 21, 2023
<u>/s/ Kerri-Ann Millar</u> Kerri-Ann Millar	Chief Financial Officer (Principal financial and accounting officer)	March 21, 2023
<u>/s/ Frederick Driscoll</u> Frederick Driscoll	Director	March 21, 2023
<u>/s/ Aaron Fletcher</u> Aaron Fletcher	Director	March 21, 2023
<u>/s/ Tamar Howson</u> Tamar Howson	Director	March 21, 2023
<u>/s/ Peter Kiener</u> Peter Kiener	Director	March 21, 2023
<u>/s/ Frank Morich</u> Frank Morich	Director	March 21, 2023

March 21, 2023

Cue Biopharma, Inc.
40 Guest Street
Boston, MA 02135

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wilmerhale.com

Re: Cue Biopharma, Inc. 2016 Omnibus Incentive Plan, as amended

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 4,225,859 shares of common stock, \$0.001 par value per share (the "Shares"), of Cue Biopharma, Inc., a Delaware corporation (the "Company"), issuable under the Company's Cue Biopharma, Inc. 2016 Omnibus Incentive Plan, as amended (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the board of directors and stockholders of the Company, the Registration Statement, the Plan and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

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 21, 2023, relating to the consolidated financial statements of Cue Biopharma, Inc, appearing in the Annual Report on Form 10-K of Cue Biopharma, Inc. for the year ended December 31, 2022.

/s/ RSM US LLP
Boston, Massachusetts
March 21, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Cue Biopharma, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other	4,225,859 shares (2)	\$2.83 (3)	\$11,959,181 (3)	\$110.20 per \$1,000,000	\$1,317.91
Total Offering Amounts					\$11,959,181		\$1,317.91
Total Fee Offsets							\$ 0
Net Fee Due							\$1,317.91

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 4,225,859 shares issuable under the Cue Biopharma, Inc. 2016 Omnibus Incentive Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on March 14, 2023.

