

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Monopar Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

32-0463781
(I.R.S. Employer Identification No.)

1000 Skokie Blvd., Suite 350
Wilmette, IL 60091
(Address of principal executive offices) (Zip Code)

Monopar Therapeutics Inc. 2016 Stock Incentive Plan
(Full title of the plans)

Chandler D. Robinson
Chief Executive Officer
1000 Skokie Blvd., Suite 350
Wilmette, IL 60091
(Name and Address of agent for service)

(847) 388-0349
(Telephone number, including area code, of agent for service)

With a copy to:

John J. Harrington
Sean D. Cheatle
Baker & Hostetler LLP
127 Public Square, Suite 2000
Cleveland, OH 44114
(216) 861-6697

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer
Smaller Reporting Company

Non-accelerated filer
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.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the "Registration Statement") of Monopar Therapeutics Inc. (the "Company" or the "Registrant") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, to register 400,000 additional shares of the Company's common stock, \$0.001 par value per share (the "Common Stock"), under the 2016 Stock Incentive Plan, as amended (the "Plan").

This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statements on Forms S-8 filed with the Securities and Exchange Commission (the "SEC") on January 3, 2020 (Registration No. 333-235790), November 13, 2020 (Registration No. 333-250046), and August 12, 2022 (Registration No. 333-266828),

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

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

- The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the SEC on March 31, 2025;
- The description of the Registrant's capital stock contained in Exhibit 4.1 to the Company's Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the SEC on March 31, 2025; and
- The Registrant's Current Reports on Form 8-K filed with the SEC on [February 24, 2025](#) and [March 3, 2025](#).

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, 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. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the 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 by reference herein modifies or supersedes such 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.

Exhibit Number	Description
5.1	Opinion of Legal Counsel
10.1	Monopar Therapeutics Inc. 2016 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.18 to Monopar Therapeutics Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 31, 2025)
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Legal Counsel (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
107	Filing Fee Table

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 Wilmette, Illinois, on the 31st day of March, 2025

MONOPAR THERAPEUTICS INC

Dated: March 31, 2025

By: /s/ Quan Vu
Name: Quan Vu
Title: Chief Financial Officer
(Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Chandler D. Robinson and Quan Vu, and each of them, his/her true and lawful attorney-in-fact and agent with full power of substitution and re-substitution, for him/her and in his/her name, place and stead, in any and all capacities to sign any or all amendments (including, without limitation, post-effective amendments) to this Registration Statement, any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and any or all pre- or post-effective amendments thereto, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, 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 for all intents and purposes as he/she might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agent, or any substitute or substitutes for him, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Registration Statement below.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Chandler D. Robinson</u> Chandler D. Robinson	Chief Executive Officer and Director (Principal Executive Officer)	March 31, 2025
<u>/s/ Quan Vu</u> Quan Vu	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 31, 2025
<u>/s/ Christopher M. Starr</u> Christopher M. Starr	Executive Chairman of the Board and Director	March 31, 2025
<u>/s/ Raymond W. Anderson</u> Raymond W. Anderson	Director	March 31, 2025
<u>/s/ Arthur J. Klausner</u> Arthur J. Klausner	Director	March 31, 2025
<u>/s/ Kim R. Tsuchimoto</u> Kim R. Tsuchimoto	Director	March 31, 2025
<u>/s/ Lavina Talukdar</u> Lavina Talukdar	Director	March 31, 2025

BakerHostetler

March 31, 2025

Monopar Therapeutics Inc.
1000 Skokie Blvd., Suite 350
Wilmette, Illinois 60091

Re: Registration Statement on Form S-8; 400,000 shares of Common Stock, par value \$0.001 per share

To the addressee set forth above:

We have acted as counsel to Monopar Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of an aggregate of 400,000 shares of common stock, par value \$0.001 per share (the "Shares"), of the Company, pursuant to the Company's 2016 Stock Incentive Plan, as amended (the "Plan"). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on March 31, 2025 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware and we express no opinion with respect to any other laws. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Based on the foregoing and subject to the qualifications stated herein, it is our opinion that, as of the date hereof, subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plan for legal consideration in excess of par value, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit 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 or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker & Hostetler LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 28, 2025, relating to the consolidated financial statements of Monopar Therapeutics Inc. as of and for the year ended December 31, 2024, which appears in the Annual Report on Form 10-K of Monopar Therapeutics Inc., for the year ended December 31, 2024.

/s/ BPM LLP

Santa Rosa, California
March 30, 2025

Calculation of Filing Fee Tables

S-8
(Form Type)

Monopar 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 Registered(1)(2)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value	457(c) and 457(h) (3)	400,000	\$37.0599	\$14,823,960	\$0.0001531	\$2,270
Total Offering Amounts					<u>\$14,823,960</u>		\$2,270
Total Fee Offsets							-
Net Fee Due							<u>\$2,270</u>

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock (“Common Stock”) of Monopar Therapeutics Inc. (the “Registrant”) that become issuable under the Registrant’s 2016 Stock Incentive Plan (the “Plan”), by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the outstanding shares of the Registrant’s common stock.

(2) Represents shares of Common Stock reserved for future grant under the Plan.

(3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, by averaging the high and low sales prices of the Registrant’s common stock reported on the Nasdaq Capital Market as of a date (March 25, 2025) within five business days prior to filing this Registration Statement.