

**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 Robinson, MD  
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:**

**Robert Rupp, Esq.  
John J. Harrington  
Baker & Hostetler LLP  
200 Civic Center Drive, Suite 1200  
Columbus, OH 43215  
(614) 228-1541**

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  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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value	1,087,463(2)	\$ 2.93602	\$ 3,192,814(3)	\$ 415
Common Stock, \$0.001 par value	494,104(4)	\$ 17.015	\$ 8,407,180(5)	\$ 1,092
<b>TOTAL</b>	<b>1,581,567</b>		<b>\$ 11,599,994</b>	<b>\$ 1,507</b>

- (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 issuance upon the exercise of outstanding stock options granted under the Plan.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 1,087,463 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the Plan are calculated using a weighted average exercise price of \$2.93602 per share.
- (4) Represents shares of Common Stock reserved for future grant under the Plan.
- (5) Estimated solely for purposes of calculating the registration fee in accordance with 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 on January 2, 2020.



**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION.**

Not required to be filed with this Registration Statement.

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.**

Not required to be filed with this Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Securities and Exchange Commission ("SEC"):

- The description of the Registrant's common stock contained in its Registration Statement on [Form S-1](#) filed with the Commission on August 15, 2019;
- The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended September 30, 2019, filed with the SEC on November 12, 2019;
- The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended June 30, 2019, filed with the SEC on August 8, 2019;
- The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2019, filed with the SEC on May 10, 2019;
- The Registrant's Information Statement regarding its Annual Meeting of Stockholders on June 27, 2019, on [DEF14C](#), filed with the SEC on May 22, 2019;
- The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2018, filed with the SEC on February 26, 2019; and
- The Registrant's Current Reports on Form 8-K, filed with the SEC on [June 27, 2019](#), [June 5, 2018](#), and [July 2, 2018](#), to the extent the information in such reports is filed and not furnished.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement 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 into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained 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 herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

## **ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

### ***Delaware Law***

Section 102 of the General Corporation Law of the State of Delaware permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit.

Section 145 of the General Corporation Law of the State of Delaware provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to 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 other adjudicating court determines that, despite the adjudication of liability but in view of all of 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.

### ***Second Amended and Restated Certificate of Incorporation***

- The Registrant's Certificate of Incorporation provides that it is required to provide indemnification and advancement of expenses to its directors, officers or other agents to the fullest extent permitted by Delaware's General Corporation Law. The Registrant's Certificate of Incorporation limits the personal liability of directors for breach of fiduciary duty to the maximum extent permitted by the Delaware General Corporation Law and provides that no director will have personal liability to the Registrant or to its stockholders for monetary damages for breach of fiduciary duty or other duty as a director. However, these provisions do not eliminate or limit the liability of any of the Registrant's directors for any breach of the director's duty of loyalty to the Registrant or its stockholders;
- or acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, fraud, or gross negligence;
- for voting for or assenting to unlawful payments of dividends, stock repurchases or other distributions;  
or
- for any transaction from which the director derived an improper personal benefit.

In addition, the Registrant's Certificate of Incorporation provides that, to the fullest extent permitted by Delaware's General Corporation Law, it will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, other than an action by or in the right of the Registrant, by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at the Registrant's request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnatee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnatee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the Registrant's best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

### ***Indemnification Agreements***

The Registrant has entered into a consulting agreement with its officer Patrice Rioux (through pRx Consulting, LLC) pursuant to which it has agreed to indemnify pRx Consulting, LLC from and against all liabilities, losses, damages, expenses, charges and fees which it may sustain or incur by reason of any claim which may be asserted against pRx Consulting, LLC arising out of or attributable to the Registrant or its employees or contractors.

## **Insurance**

The Registrant maintains a general liability insurance policy that covers certain liabilities of directors and officers of the Registrant arising out of claims based on acts or omissions in their capacities as directors or officers. The Registrant may obtain directors and officers insurance that covers potential claims against the Registrant and its officers and directors related to securities and corporate governance lawsuits.

## **ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

## **ITEM 8. EXHIBITS.**

See the attached Exhibit Index on the page immediately following the signature pages hereto, which is incorporated herein by reference.

## **ITEM 9. UNDERTAKINGS.**

A. The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Form S-1 (File No. 333-233303) filed with the SEC on October 1, 2019)</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Form S-1 (File No. 333-233303) filed with the SEC on October 1, 2019)</u></a>
4.3	<a href="#"><u>Form of Common Stock certificate of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 1 to Registrant's Form S-1 (File No. 333-233303) filed with the SEC on October 1, 2019)</u></a>
5.1	<a href="#"><u>Opinion of Legal Counsel</u></a>
10.1	<a href="#"><u>Monopar Therapeutics Inc. 2016 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (file no. 333-233303), filed with the SEC on October 1, 2019)</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>Consent of Legal Counsel (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page)</u></a>

## 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 3rd day of January, 2020.

MONOPAR THERAPEUTICS INC.

By: /s/ Chandler D. Robinson

Chandler D. Robinson  
Chief Executive Officer and  
Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Chandler D. Robinson, 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.

Signatures	Title	Date
<u>/s/ Chandler D. Robinson</u> Chandler D. Robinson	Chief Executive Officer and Director (Principal Executive Officer)	January 3, 2020
<u>/s/ Kim R. Tsuchimoto</u> Kim R. Tsuchimoto	Chief Financial Officer (Principal Financial and Accounting Officer)	January 3, 2020
<u>/s/ Andrew P. Mazar</u> Andrew P. Mazar	Chief Scientific Officer and Director	January 3, 2020
<u>/s/ Christopher M. Starr</u> Christopher M. Starr	Executive Chairman of the Board and Director	January 3, 2020
<u>/s/ Raymond W. Anderson</u> Raymond W. Anderson	Director	January 3, 2020
<u>/s/ Michael J. Brown</u> Michael J. Brown	Director	January 3, 2020
<u>/s/ Arthur J. Klausner</u> Arthur J. Klausner	Director	January 3, 2020

**Baker & Hostetler LLP**  
Key Tower  
127 Public Square, Suite 2000  
Cleveland, OH 44114-1214

T 216.621.0200  
F 216.696.0740  
www.bakerlaw.com

January 3, 2020

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

Ladies and Gentlemen:

We have acted as counsel for Monopar Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") on or about the date hereof. The Registration Statement is being filed to register under the Securities Act of 1933, as amended (the "Act"), the offer and sale by the Company pursuant to its 2016 Stock Incentive Plan (the "Plan") of up to 1,581,567 shares of Common Stock, par value \$0.001 per share (the "Shares").

We have examined such documents and such matters of fact and law as we deem necessary to render the opinions contained herein. In our examination, we have assumed, but have not independently verified, the genuineness of all signatures, the conformity to original documents of all documents submitted to us as certified, facsimile or other copies, and the authenticity of all such documents. As to questions of fact material to this opinion, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares to be issued by the Company under the Plan, when issued and sold in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement. 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 Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Baker & Hostetler LLP

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Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2019, relating to the consolidated financial statements, which appears in the Annual Report on Form 10-K of Monopar Therapeutics Inc., for the year ended December 31, 2018. We also consent to the reference of our firm under the heading “Experts” in such Registration Statement.

/s/ BPM LLP  
BPM LLP

San Francisco, California

January 3, 2020

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