

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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

Leap Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-4412575
(IRS Employer
Identification No.)

47 Thorndike Street
Suite B1-1
Cambridge, MA 02141
Telephone: (617) 714-0360
(Address of principal executive offices) (Zip Code)

Leap Therapeutics, Inc. 2016 Equity Incentive Plan
(Full title of the Plan)

Douglas E. Onsi
Chief Executive Officer and President
Leap Therapeutics, Inc.
47 Thorndike Street, Suite B1-1
Cambridge, MA 02141
(Name and address of agent for service)

(617) 714-0360
(Telephone number, including area code, of agent for service)

Copy to:

Julio E. Vega, Esq.
Morgan, Lewis & Bockius LLP
One Federal Street
Boston, MA 02110
(617) 951-8000

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.

CALCULATION OF REGISTRATION FEE

**Title of Securities
To Be Registered**

**Amount
To Be**

**Proposed
Maximum**

**Proposed
Maximum**

**Amount of
Registration**

	Registered (1)	Offering Price Per Share (2)	Aggregate Offering Price (2)	Fee
Common Stock (par value \$0.001 per share)	2,386,309 (3)	\$ 2.31	\$ 5,512,373.79	\$ 601.40

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Leap Therapeutics, Inc. 2016 Equity Incentive Plan (the “2016 EIP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s Common Stock.
 - (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on March 12, 2021.
 - (3) Represents the aggregate number of shares of Common Stock that were automatically added to the shares authorized for issuance under the 2016 EIP on January 1, 2021 pursuant to an “evergreen” provision contained in the 2016 EIP. Pursuant to such provision, on January 1 of each calendar year, the number of shares authorized for issuance under the 2016 EIP is automatically increased by a number equal to (a) 4% of the outstanding Common Stock of the Registrant as of the end of the immediately preceding calendar year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant’s compensation committee in the applicable year.
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INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement on Form S-8, relating to the Leap Therapeutics, Inc. 2016 Equity Incentive Plan, 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 following Registration Statements on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

: [Registration Statement on Form S-8, File No. 333-215787, filed on January 27, 2017;](#)

: [Registration Statement on Form S-8, File No. 333-223707, filed on March 16, 2018;](#)

: [Registration Statement on Form S-8, File No. 333-232066, filed on June 11, 2019; and](#)

: [Registration Statement on Form S-8, File No. 333-237295, filed on March 20, 2020.](#)

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit
4.1	Fourth Amended and Restated Certificate of Incorporation of Leap Therapeutics, Inc. (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K as filed on September 10, 2020).
4.2	Amended and Restated By-laws of Leap Therapeutics, Inc. (incorporated by reference to Exhibit 3.4 to the Registrant's registration statement on Form S-4 as filed on September 26, 2016 and attached as Annex D to the prospectus which forms part of such registration statement).
4.3	Form of Common Stock Certificate of the Registrant (filed as Exhibit 4.1 to Amendment No. 2 to the Registrant's registration statement on Form S-4 as filed on November 16, 2016).
5.1	Opinion of Morgan, Lewis & Bockius LLP.
23.1	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page of this Form S-8).
99.1	Leap Therapeutics, Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 of the registration statement on Form S-8 filed with the Commission on January 27, 2017).
99.2	First Amendment to the 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the registration statement on Form S-8 filed with the Commission on June 11, 2019).

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 Cambridge, Commonwealth of Massachusetts on March 16, 2021.

LEAP THERAPEUTICS, INC.

By: /s/ Douglas E. Onsi
Name: Douglas E. Onsi
Title: Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Christopher Mirabelli and Douglas Onsi, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, 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 connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, 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 by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas E. Onsi</u> Douglas E. Onsi	Chief Executive Officer, President, Chief Financial Officer and Director (Principal Executive Officer and Principal Financial and Accounting Officer)	March 16, 2021
<u>/s/ Monica Bertagnolli</u> Monica Bertagnolli, M.D.	Director	March 16, 2021
<u>/s/ James Cavanaugh</u> James Cavanaugh, Ph.D.	Director	March 16, 2021
<u>/s/ Thomas Dietz</u> Thomas Dietz, Ph.D.	Director	March 16, 2021
<u>/s/ William Li</u> William Li, M.D.	Director	March 16, 2021
<u>/s/ Joseph Loscalzo</u> Joseph Loscalzo, M.D., Ph.D.	Director	March 16, 2021
<u>/s/ Nissim Mashiach</u> Nissim Mashiach	Director	March 16, 2021
<u>/s/ Christopher K. Mirabelli</u> Christopher K. Mirabelli, Ph.D.	Director	March 16, 2021

March 16, 2021

Leap Therapeutics, Inc.
47 Thorndike Street, Suite B1-1
Cambridge, MA 02141

Re: Registration Statement on Form S-8; 2,386,309 shares of Common Stock of Leap Therapeutics, Inc., par value \$0.001 per share

Ladies and Gentlemen:

We have acted as counsel to Leap Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of 2,386,309 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), issuable under the Company's 2016 Equity Incentive Plan (the "2016 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 16, 2021 (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 the 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 (the "DGCL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been issued and delivered by the Company against payment therefor in the circumstances contemplated by the 2016 Plan, assuming in each case that the individual issuances, grants or awards under the 2016 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2016 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale 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 DGCL.

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/ MORGAN, LEWIS & BOCKIUS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Leap Therapeutics, Inc. on Form S-8 to be filed on or about March 16, 2021 of our report dated March 12, 2021, on our audits of the consolidated financial statements as of December 31, 2020 and 2019 and for each of the years then ended, which report was included in the [Annual Report on Form 10-K filed March 12, 2021](#).

/s/ EisnerAmper LLP

EISNERAMPER LLP
Philadelphia, Pennsylvania
March 16, 2021
