

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. 2022 Equity Incentive Plan, as amended
(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) 951-8901

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Leap Therapeutics, Inc. (the “Registrant”) for the purpose of registering an additional 2,000,000 shares of common stock, par value \$0.001 per share, of the Registrant (the “Common Stock”) to be offered to eligible persons under the Registrant’s 2022 Equity Incentive Plan, which was originally adopted at the annual meeting of the Registrant’s shareholders on June 16, 2022, and was subsequently amended as of June 16, 2023 and July 2, 2024 (as amended to date, the “2022 Plan”).

On April 25, 2024, an amendment to the 2022 Plan (in the form then in effect) was approved by the board of directors of the Registrant and was subsequently approved by the Registrant’s shareholders at its annual meeting on July 2, 2024 to increase the number of shares of Common Stock reserved for issuance under the 2022 Plan by an additional 2,000,000 shares.

The shares of Common Stock registered hereby are in addition to and of the same class as those on the Registrant’s registration statements on Form S-8 registering (i) 7,500,000 shares of Common Stock issuable under the 2022 Plan previously filed with the Securities and Exchange Commission (the “Commission”) on [August 17, 2022 \(SEC File No. 333-266944\)](#) and (ii) 2,250,000 shares of Common Stock issuable under the 2022 Plan previously filed with the Commission on [August 30, 2023 \(SEC File No. 333-274270\)](#) (the “Prior Registration Statement”). This Registration Statement is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement below.

PART II

INCORPORATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been previously filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are hereby incorporated herein by reference and shall be deemed to be a part of this Registration Statement:

- (1) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on [March 18, 2024](#);
- (2) The Registrant’s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2024, filed with the Commission on [May 13, 2024](#) and the quarter ended June 30, 2024, filed with the Commission on [August 12, 2024](#);
- (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 16, 2024](#), [January 23, 2024](#), [April 11, 2024](#), [July 8, 2024](#) and [September 30, 2024](#) (provided that any portions of such reports that are deemed furnished and not filed pursuant to instructions to Form 8-K shall not be incorporated by reference into this Registration Statement); and
- (4) The description of Common Stock set forth in [Exhibit 4.6](#) to the Registrant’s Annual Report on Form 10-K filed with the Commission on March 16, 2020 pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents that the Registrant files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement (except for any portions of the Registrant’s Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission), but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Item 8. Exhibits.

Exhibit Number	Exhibit
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 Registration Statement on Form S-8).
99.1	Leap Therapeutics, Inc. 2022 Equity Incentive Plan, as amended (incorporated by reference to Annex A of the Registrant's Form DEF 14A filed with the Commission on April 29, 2024).
107	Filing Fee Table

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 November 6, 2024.

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)	November 6, 2024
<u>/s/ Christopher K. Mirabelli</u> Christopher K. Mirabelli, Ph.D.	Director and Chair	November 6, 2024
<u>/s/ James Cavanaugh</u> James Cavanaugh, Ph.D.	Director	November 6, 2024
<u>/s/ Thomas Dietz</u> Thomas Dietz, Ph.D.	Director	November 6, 2024
<u>/s/ William Li</u> William Li, M.D.	Director	November 6, 2024
<u>/s/ Joseph Loscalzo</u> Joseph Loscalzo, M.D., Ph.D.	Director	November 6, 2024
<u>/s/ Patricia Martin</u> Patricia Martin	Director	November 6, 2024
<u>/s/ Nissim Mashiach</u> Nissim Mashiach	Director	November 6, 2024
<u>/s/ Christian Richard</u> Christian Richard	Director	November 6, 2024
<u>/s/ Richard L. Schilsky</u> Richard L. Schilsky, M.D.	Director	November 6, 2024

November 6, 2024

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

Re: Registration Statement on Form S-8 of 2,000,000 shares of Common Stock of Leap Therapeutics, Inc., par value \$0.001 per share, issuable under the 2022 Equity Incentive Plan, as amended

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 an additional 2,000,000 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), issuable under the Company's 2022 Equity Incentive Plan, as amended (the "2022 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 November 6, 2024 (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 2022 Plan, assuming in each case that the individual issuances, grants or awards under the 2022 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 2022 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 November 5, 2024 of our report dated March 15, 2024, on our audits of the financial statements as of December 31, 2023 and 2022 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 18, 2024.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Philadelphia, Pennsylvania
November 5, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Leap Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1-Newly Registered Securities

Security Type	Security Class Title(1)	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, par value \$0.001 per share Rule 457(c) and 457(h)	2,000,000 (3)	\$3.59	\$7,180,000.00	\$153.10 per \$1,000,000	\$1,099.26
Total Offering Amounts					\$7,180,000.00		\$1,099.26
Total Fees Previously Paid							-
Total Fee Offsets							-
Net Fee Due							\$1,099.26

- (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. 2022 Equity Incentive Plan, as amended (the "2022 Plan"), 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 Capital Market on November 5, 2024.
- (3) Represents the number of additional shares of Common Stock issuable under the 2022 Plan, which number of additional shares of Common Stock was approved by the Registrant's stockholders on July 2, 2024.