

BELLICUM PHARMACEUTICALS, INC

Form S-8

August 25, 2017

As filed with the Securities and Exchange Commission on August 25, 2017

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BELLICUM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
2130 W. Holcombe Blvd., Ste. 800

20-1450200
(I.R.S. Employer
Identification No.)
77030

Houston, Texas
(Address of Principal Executive Offices) **(Zip Code)**
2014 Equity Incentive Plan

(Full titles of the plans)

Richard A. Fair
President and Chief Executive Officer

Bellicum Pharmaceuticals, Inc.

2130 W. Holcombe Blvd., Ste. 800

Houston, Texas 77030

(832) 384-1100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Julie M. Robinson, Esq.

Karen E. Deschaine, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, California 92121

Tel: (858) 550-6000

Alan A. Musso, C.P.A., C.M.A.

Chief Financial Officer and Treasurer

Bellicum Pharmaceuticals, Inc.

2130 W. Holcombe Blvd., Ste. 800

Houston, Texas 77030

(832) 384-1100

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 the 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 (Do not check if a smaller reporting company) 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 | Proposed | Amount of registration fee |
|--|-----------------------------------|---|---|-------------------------------|
| | | maximum offering price per share(2) | maximum aggregate offering price(2) | |
| 2014 Equity Incentive Plan | | | | |
| Common Stock, \$0.01 par value per share | 145,000 shares | \$7.68 | \$1,113,600.00 | \$129.07 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock (Common Stock) that become issuable under the Bellicum Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended (the 2014 Plan) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(h) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The fee is based on the average of the high and low sales prices of the Registrant's Common Stock on August 18, 2017, as reported on the Nasdaq Global Market.

EXPLANATORY NOTE

The Registration Statement is being filed for the purpose of registering an additional 145,000 shares of Common Stock to be issued pursuant to the 2014 Plan, which has been amended to provide for the inducement awards.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8**

The Registrant previously registered shares of its Common Stock for issuance under the 2014 Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on December 18, 2014 (File No. 333-201036), March 13, 2017 (File No. 333-216656) and June 15, 2017 (File No. 333-216656). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS.

Exhibit

| Number | Description |
|--------------------|--|
| 4.1 ⁽¹⁾ | Amended and Restated Certificate of Incorporation of the Registrant. |
| 4.2 ⁽²⁾ | Amended and Restated Bylaws of the Registrant. |
| 4.3 ⁽³⁾ | Form of Common Stock Certificate of the Registrant. |
| 4.4 ⁽⁴⁾ | Second Amended and Restated Investor Rights Agreement by and among the Registrant and certain of its stockholders, dated August 22, 2014. |
| 4.5 ⁽⁵⁾ | Registration Rights Agreement by and among the Registrant and Baker Brothers Life Sciences, LP, and two of its affiliated funds, dated January 15, 2016. |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Cooley LLP. Reference is made to Exhibit 5.1. |
| 24.1 | Power of Attorney. Reference is made to the signature page hereto. |
| 99.1 | Bellicum Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended. |

- (1) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36783), filed with the Commission on December 23, 2014, and incorporated herein by reference.
- (2) Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36783), filed with the Commission on December 23, 2014, and incorporated herein by reference.
- (3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-200328), originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.
- (4) Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-200328), originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.

- (5) Previously filed as Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 001-36783), originally filed with the Commission on March 14, 2017, and incorporated herein by reference.

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 the City of Houston, State of Texas, on August 25, 2017.

BELLICUM PHARMACEUTICALS, INC.

By: /s/ Richard A. Fair
 Richard A. Fair
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard A. Fair, as his true and lawful attorney-in-fact and agent, with the full power of substitution, for him and in his name, place or stead, 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 exhibits thereto and 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 to 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 or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------------|---|-----------------|
| /s/ Richard A. Fair | President, Chief Executive Officer and Director | August 25, 2017 |
| Richard A. Fair | <i>(Principal Executive Officer)</i> | |
| /s/ Alan A. Musso, C.P.A., C.M.A. | Chief Financial Officer and Treasurer | August 25, 2017 |
| Alan A. Musso, C.P.A., C.M.A. | <i>(Principal Financial and Accounting Officer)</i> | |
| /s/ James Brown | Director <i>(Chairman)</i> | August 25, 2017 |
| James Brown | | |
| /s/ Jim Daly | Director | August 25, 2017 |
| Jim Daly | | |
| /s/ Stephen R. Davis | Director | August 25, 2017 |

Edgar Filing: BELLICUM PHARMACEUTICALS, INC - Form S-8

Stephen R. Davis

/s/ Reid M. Huber, Ph.D.

Director

August 25, 2017

Reid M. Huber, Ph.D.

/s/ Frank B. McGuyer

Director

August 25, 2017

Frank B. McGuyer

/s/ Jon P. Stonehouse

Director

August 25, 2017

Jon P. Stonehouse

EXHIBIT INDEX

Exhibit

| Number | Description |
|--------------------|--|
| 4.1 ⁽¹⁾ | Amended and Restated Certificate of Incorporation of the Registrant. |
| 4.2 ⁽²⁾ | Amended and Restated Bylaws of the Registrant. |
| 4.3 ⁽³⁾ | Form of Common Stock Certificate of the Registrant. |
| 4.4 ⁽⁴⁾ | Second Amended and Restated Investor Rights Agreement by and among the Registrant and certain of its stockholders, dated August 22, 2014. |
| 4.5 ⁽⁵⁾ | Registration Rights Agreement by and among the Registrant and Baker Brothers Life Sciences, LP, and two of its affiliated funds, dated January 15, 2016. |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Cooley LLP. Reference is made to Exhibit 5.1. |
| 24.1 | Power of Attorney. Reference is made to the signature page hereto. |
| 99.1 | Bellicum Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended. |

- (1) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36783), filed with the Commission on December 23, 2014, and incorporated herein by reference.
- (2) Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36783), filed with the Commission on December 23, 2014, and incorporated herein by reference.
- (3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-200328), originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.
- (4) Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-200328), originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.
- (5) Previously filed as Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 001-36783), originally filed with the Commission on March 14, 2017, and incorporated herein by reference.