

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Kintara Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

99-0360497
(I.R.S. Employer
Identification No.)

Kintara Therapeutics, Inc.
9920 Pacific Heights Blvd., Suite 150
San Diego, CA 92121
(Address of Principal Executive Offices) (Zip Code)

Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan
(Full title of the plan)

Kintara Therapeutics, Inc.
9920 Pacific Heights Blvd., Suite 150
San Diego, CA 92121
Attention: Robert E. Hoffman
President and Chief Executive Officer
(Name and address of agent for service)

(858) 35-4364
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Steven M. Skolnick, Esq.
Michael J. Lerner, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, NY 10020
(212) 262-6700

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 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 is filed by Kintara Therapeutics, Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”) under the Registrant’s 2017 Omnibus Equity Incentive Plan (as amended, the “2017 Plan”). The amendment to increase the number of shares available for issuance under the 2017 Plan from 13,000,000 to 22,000,000 (the “Amendment”) was approved by the Board of Directors of the Registrant on April 13, 2022, and by the stockholders of the Registrant on June 21, 2022. This Registration Statement registers an aggregate of 9,000,000 additional shares of Common Stock available for issuance under the 2017 Plan as a result of the Amendment.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the “SEC” or the “Commission”) on September 21, 2020 (Registration No. 333-248928) and on September 28, 2021 (Registration No. 333-259858), including any amendments thereto or filings incorporated therein, are incorporated herein by this reference to the extent not replaced hereby.

PART I

Information Required in the Section 10(a) Prospectus

The documents containing the information specified in Part I of this Registration Statement will be sent or given to participants in the 2017 Plan as specified by Rule 428(b)(i) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not being, filed by the Registrant with the Commission, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such documents, together with the documents incorporated by reference herein pursuant to Item 3 of Part II of this Registration Statement, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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 pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended June 30, 2022, filed on [September 27, 2022](#);
- the Registrant’s Current Report on Form 8-K as filed with the SEC on [August 3, 2022](#); and
- the description of the Common Stock of the Registrant contained in its Registration Statement on [Form 8-A](#), filed on July 8, 2016 under Section 12 of the Exchange Act, and any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing 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 such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant’s Registration Statement on Form S-1 filed with the SEC on August 17, 2010)
4.2	Articles of Merger of the Registrant (incorporated by reference to Exhibit 3.1(b) of the Registrant’s Current Report on Form 8-K filed with the SEC on January 23, 2013)
4.3	Bylaws of the Registrant, as amended (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed with the SEC on June 22, 2022).
4.4	Certificate of Designation of Special Voting Preferred Stock of the Registrant (incorporated by reference to Exhibit 3.1(a) of the Registrant’s Current Report on Form 8-K filed with the SEC on January 23, 2013)
4.5	Certificate of Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed with the SEC on January 7, 2013)
4.6	Certificate of Designation of Series A Preferred Stock (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed with the SEC on October 3, 2014)
4.7	Certificate of Change (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed with the SEC on May 20, 2016)
4.8	Certificate of Amendment to the Articles of Incorporation, as amended, of the Registrant, dated April 11, 2018 (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed with the SEC on April 13, 2018)

- 4.9 [Certificate of Correction to the Articles of Incorporation, filed with the Secretary of State of the State of Nevada on April 17, 2019 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on April 17, 2019\)](#)
- 4.10 [Certificate of Change of the Registrant, dated May 7, 2019 and effective May 8, 2019 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on May 8, 2019\)](#)
- 4.11 [Certificate of Amendment to the Articles of Incorporation, as amended, of the Registrant, dated June 26, 2019 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on June 28, 2019\)](#)
- 4.12 [Certificate of Amendment to the Articles of Incorporation of the Registrant, dated August 19, 2020 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on August 21, 2020\)](#)
- 4.13 [Certificate of Designation of Preferences, Rights and Limitations of Series C-1 Preferred Stock \(incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the SEC on August 21, 2020\)](#)
- 4.14 [Certificate of Designation of Preferences, Rights and Limitations of Series C-2 Preferred Stock \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on August 25, 2020\)](#)
- 4.15 [Certificate of Designation of Preferences, Rights and Limitations of Series C-3 Preferred Stock \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on September 1, 2020\)](#)
- 4.16 [Specimen Common Stock Certificate, \\$0.001 par value, per share \(incorporated by reference to Exhibit 4 of the Registrant's Registration Statement on Form 8-A filed with the SEC on September 14, 2012\)](#)
- 4.17 [Certificate of Amendment to the Articles of Incorporation, as amended, of the Registrant, dated June 25, 2021 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on June 28, 2021\)](#)
- 4.18 [Certificate of Amendment to the Articles of Incorporation, as amended, of the Registrant, dated June 21, 2022 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on June 22, 2022\)](#)
- 5.1 [Opinion of Fennemore Craig, P.C.*](#)
- 23.1 [Consent of Marcum LLP*](#)
- 23.2 [Consent of Fennemore Craig, P.C. \(included in Exhibit 5.1\)*](#)
- 24.1 [Power of Attorney \(contained on the signature page of this Registration Statement\)*](#)
- 99.1 [Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(as amended and restated effective as of February 1, 2018\) \(incorporated by reference to Exhibit 10.4 of the Registrant's Quarterly Report on Form 10-Q filed with the SEC on February 14, 2018\)](#)
- 99.2 [Amendment to Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.26 of the Registrant's Annual Report on Form 10-K filed with the SEC on September 18, 2020\)](#)
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99.3 [Amendment to Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.27 of the Registrant's Annual Report on Form 10-K filed with the SEC on September 28, 2021\)](#)

99.4 [Amendment to Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.33 of the Registrant's Annual Report on Form 10-K filed with the SEC on September 27, 2022\)](#)

107 [Filing fee table*](#)

*Filed herewith

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 San Diego, California, on this 27 day of September, 2022.

KINTARA THERAPEUTICS, INC.

By: /s/ Robert E. Hoffman
Name: Robert E. Hoffman
Title: Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Robert E. Hoffman and Scott Praill, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated:

Signature	Title	Date
<u>/s/ Robert E. Hoffman</u> Robert E. Hoffman	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	September 27, 2022
<u>/s/ Scott Praill</u> Scott Praill	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 27, 2022
<u>/s/ Laura Johnson</u> Laura Johnson	Director	September 27, 2022
<u>/s/ Robert J. Toth</u> Robert J. Toth	Director	September 27, 2022
<u>/s/ Tamara A. Seymour</u> Tamara A. Seymour	Director	September 27, 2022

September 27, 2022

Kintara Therapeutics, Inc.
9920 Pacific Heights Blvd., Suite 150
San Diego, CA 92121

Re: Registration Statement on form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the registration under the Securities Act of 1933, as amended (the “Act”), by Kintara Therapeutics, Inc., a Nevada corporation (the “Company”), by means of a registration statement on Form S-8 (as it may be amended and supplemented, the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) relating to the registration of 9,000,000 shares (the “Future Shares”) of common stock, par value \$0.001 per share of the Company (the “Common Stock”), issuable pursuant to the Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan, as amended (the “Plan”).

In connection with this opinion, we have examined and relied upon (i) the Registration Statement, (ii) the Plan and (iii) the Company’s Articles of Incorporation and Bylaws, each as amended and currently in effect, and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have examined originals or copies of such other corporate records, certificates of corporate officers and public officials and other agreements and documents as we have deemed necessary or advisable for purposes of this opinion letter. We have relied upon the certificates of all public officials and corporate officers with respect to the accuracy of all factual matters contained therein. With respect to the Future Shares, we have assumed that at the time of issuance, the Company has sufficient authorized, but unissued shares available to allow for such issuance.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Future Shares have been duly authorized and, when issued and delivered pursuant to the Plan or pursuant to stock options or other instruments that have been issued pursuant to the Plan, such Future Shares will be validly issued, fully paid and nonassessable.

FENNEMORE.

September 27, 2022

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Our opinion is limited to the laws of the State of Nevada. We express no opinion as to the effect of the law of any other jurisdiction. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm therein and in the Prospectus and in any Prospectus Supplement under the caption "Legal Matters." In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Fennemore Craig, P.C.
Fennemore Craig, P.C.

CDOL/cete

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Kintara Therapeutics, Inc. on Form S-8 of our report dated September 27, 2022, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of Kintara Therapeutics, Inc. as of June 30, 2022 and 2021 and for each of the two years in the period ended June 30, 2022, appearing in the Annual Report on Form 10-K of Kintara Therapeutics, Inc. for the year ended June 30, 2022.

/s/ Marcum llp

Marcum llp
San Francisco, CA
September 27, 2022

Calculation of Filing Fee Tables
Form S-8
(Form Type)

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

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation (1)	Amount Registered (2)	Proposed Maximum Offering Price Per Share (1)	Maximum Aggregate Offering Price (1)	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	9,000,000	\$0.1383	\$1,244,700.00	0.0000927	\$115.39
				Total Offering Amounts				\$115.39
				Total Fees Previously Paid				-
				Total Fee Offsets (3)				-
				Net Fee Due				\$115.39

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the high and low sales price per share of the Registrant's common stock, par value \$0.001 per share ("Common Stock") reported by The Nasdaq Capital Market on September 26, 2022.

(2) Covers 9,000,000 shares of the Common Stock issuable under the Registrant's 2017 Omnibus Equity Incentive Plan (the "Plan"). Pursuant to Rule 416(c) promulgated under the Securities Act, this registration statement shall also be deemed to cover any additional shares of Common Stock that may from time to time be offered or issued under the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions that increases the number of outstanding shares of Common Stock.

(3) The Registrant does not have any fee offsets.

