

**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.
12707 High Bluff Dr., Suite 200
San Diego, CA 92130
(Address of Principal Executive Offices) (Zip Code)

Del Mar Pharmaceuticals (BC) Ltd. 2013 Amended and Restated Stock Option Plan
Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan
(Full title of the plans)

Kintara Therapeutics, Inc.
12707 High Bluff Drive, Suite 200
San Diego, CA 92130
Attention: Saiid Zarrabian
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
Non-accelerated filer

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⁾⁽²⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	6,700,000	(3)	\$15,907,324.45	\$2,064.78

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the Registrant's common stock, par value \$0.001 per share ("Common Stock") of Kintara Therapeutics, Inc. (the "Registrant") that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) The securities being registered under this Registration Statement consist of 6,700,000 shares of Common Stock to be issued under the following plans: (i) 164,235 shares subject to outstanding stock option awards under the Del Mar Pharmaceuticals (BC) Ltd. 2013 Amended and Restated Stock Option Plan (the "Legacy Plan") as of the date of this Registration Statement; (ii) 6,079,637 shares subject to outstanding stock option awards under the Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan (as amended, the "2017 Plan") as of the date of this Registration Statement and (iii) 456,128 shares available for future awards under the 2017 Plan as of the date of this Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Act, and, (i) with respect to the 164,235 shares subject to outstanding stock option awards under the Legacy Plan, based on the weighted average exercise price of \$32.25 per share; (ii) with respect to the 6,079,637 shares subject to outstanding stock option awards under the 2017 Plan, based on the weighted average exercise price of \$1.62 per share and (iii) with respect to the 456,128 shares available for future awards under the 2017 Plan, based on the average of the high and low sales price per share of the Common Stock reported by The Nasdaq Capital Market on September 16, 2020.

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 Legacy Plan or the 2017 Plan, as applicable, 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 Securities and Exchange Commission (the "SEC"), 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 Kintara Therapeutics, Inc. (the “Company”) 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 Company’s Annual Report on [Form 10-K](#) for the fiscal year ended June 30, 2020, filed on September 18, 2020 (the “2020 Annual Report”);
- the Company’s Current Reports on Form 8-K filed on [August 17, 2020](#), [August 21, 2020](#), as amended by the amendment filed on Form 8-K/A filed with the SEC on [August 24, 2020](#), [August 25, 2020](#), and [September 1, 2020](#) (in each case, excluding any information deemed furnished under Items 2.02 or 7.01 of Form 8-K, including the related exhibits, which information is not incorporated by reference herein); and
- the description of the Common Stock of the Company 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 Company 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Neither the Company’s Articles of Incorporation, as amended, or its Bylaws, as amended, prevent the Company from indemnifying its officers, directors and agents to the extent permitted under the Nevada Revised Statute (“NRS”). NRS Section 78.7502 provides that a corporation shall indemnify any director, officer, employee or agent of a corporation against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with any the defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein.

NRS Section 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS Section 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys’ fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS Section 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in

which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

NRS Section 78.747 provides that except as otherwise provided by specific statute, no stockholder, director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation.

Insofar as indemnification for liabilities arising under the Securities Act, may be permitted to directors, officers or controlling persons of ours, pursuant to the foregoing provisions, or otherwise, the Company has been informed that, in the opinion of the SEC, 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 a director, officer or controlling person in connection with the securities being registered, the Company 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 is against public policy as expressed hereby in the Securities Act and the Company will be governed by the final adjudication of such issue.

The Company has entered agreements to indemnify its directors and officers to the maximum extent allowed under Nevada law. These agreements, among other things, indemnify the Company's directors and officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts reasonably incurred by such person in any action or proceeding, including any action by or in the Company's right, on account of any services undertaken by such person on behalf of the Company or that person's status as a member of the Company's board of directors.

See also the undertakings set out in response to Item 9 of this Registration Statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 filed with the SEC on August 17, 2010)
4.2	Articles of Merger of the Company (incorporated by reference to Exhibit 3.1(b) of the Company's Current Report on Form 8-K filed with the SEC on January 23, 2013)
4.3	Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 filed with the SEC on August 17, 2010)
4.4	Certificate of Designation of Special Voting Preferred Stock of the Company (incorporated by reference to Exhibit 3.1(a) of the Company'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 Company's Current Report on Form 8-K filed with the SEC on January 7, 2013)
4.6	Amendment to Bylaws of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on February 14, 2013)
4.7	Certificate of Designation of Series A Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on October 3, 2014)
4.8	Certificate of Change (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on May 20, 2016)
4.9	Certificate of Designation of Series B Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on May 5, 2016)
4.10	Certificate of Amendment to the Articles of Incorporation, as amended, of the Company, dated April 11, 2018 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on April 13, 2018)

- 4.11 [Certificate of Correction to the Articles of Incorporation, filed with the Secretary of State of the State of Nevada on April 17, 2019 \(incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on April 17, 2019\)](#)
- 4.12 [Certificate of Change of the Company, dated May 7, 2019 and effective May 8, 2019 \(incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on May 8, 2019\)](#)
- 4.13 [Certificate of Amendment to the Articles of Incorporation, as amended, of the Company, dated June 26, 2019 \(incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on June 28, 2019\)](#)
- 4.14 [Certificate of Amendment to the Articles of Incorporation of the Company, dated August 19, 2020 \(incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on August 21, 2020\)](#)
- 4.15 [Certificate of Designation of Preferences, Rights and Limitations of Series C-1 Preferred Stock \(incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the SEC on August 21, 2020\)](#)
- 4.16 [Certificate of Designation of Preferences, Rights and Limitations of Series C-2 Preferred Stock \(incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on August 25, 2020\)](#)
- 4.17 [Certificate of Designation of Preferences, Rights and Limitations of Series C-3 Preferred Stock \(incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on September 1, 2020\)](#)
- 4.18 [Specimen Common Stock Certificate, \\$0.001 par value, per share \(incorporated by reference to Exhibit 4 of the Company's Registration Statement on Form 8-A filed with the SEC on September 14, 2012\)](#)
- 5.1 [Opinion of Fennemore Craig, P.C.*](#)
- 23.1 [Consent of Ernst & Young LLP*](#)
- 23.2 [Consent of Marcum LLP*](#)
- 23.3 [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 [Del Mar Pharmaceuticals \(BC\) Ltd. 2013 Amended and Restated Stock Option Plan \(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed with the SEC on May 15, 2018\)](#)
- 99.2 [Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(As Amended and Restated Effective as of February 1, 2018\) \(incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed with the SEC on February 14, 2018\)](#)
- 99.3 [Amendment to Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.26 of the Company's Annual Report on Form 10-K filed with the SEC on September 18, 2020\)](#)

* Filed herewith

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 of 1933, as amended (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 this 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; and

- (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 clauses (A)(1)(i) and (A)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic 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 this 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 therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

- (3) to remove from registration by means of a post-effective amendment any of the securities being registered that 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 into this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, 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 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 hereby, 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.

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 18th day of September, 2020.

KINTARA THERAPEUTICS, INC.

By: /s/ Saiid Zarrabian
Name: Saiid Zarrabian
Title: Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Saiid Zarrabian 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/ Saiid Zarrabian</u> Saiid Zarrabian	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	September 18, 2020
<u>/s/ Scot Praill</u> Scott Praill	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 18, 2020
<u>/s/ Laura Johnson</u> Laura Johnson	Director	September 18, 2020
<u>/s/ Robert J. Toth</u> Robert J. Toth	Director	September 18, 2020
<u>/s/ Robert E. Hoffman</u> Robert E. Hoffman	Director	September 18, 2020
<u>/s/ John Liatos</u> John Liatos	Director	September 18, 2020
<u>/s/ Keith Murphy</u> Keith Murphy	Director	September 18, 2020

September 18, 2020

Kintara Therapeutics, Inc.
12707 High Bluff Dr., Suite 200
San Diego, CA 92130

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 6,700,000 shares (the “Future Shares”) of common stock, par value \$0.001 per share of the Company (the “Common Stock”), issuable pursuant to the Del Mar Pharmaceutical (BC) Ltd. 2013 Amended and Restated Stock Option Plan and the Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan (together, the “Plans”).

In connection with this opinion, we have examined and relied upon (i) the Registration Statement, (ii) the Plans 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 Plans or pursuant to stock options or other instruments that have been issued pursuant to the Plans, such Future Shares will be validly issued, fully paid and nonassessable.

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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-) pertaining to the 2013 Amended and Restated Stock Option Plan of Del Mar Pharmaceuticals (BC) Ltd. and 2017 Omnibus Equity Incentive Plan of Kintara Therapeutics, Inc. of our report dated September 9, 2019, with respect to the consolidated financial statements of Kintara Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended June 30, 2020, filed with the Securities and Exchange Commission.

Vancouver, Canada,
September 18, 2020

/s/ Ernst & Young LLP
Chartered Professional Accountants

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Kintara Therapeutics, Inc. (formerly DelMar Pharmaceuticals, Inc.) on Form S-8 of our report dated September 18, 2020, with respect to our audit of the consolidated financial statements of Kintara Therapeutics, Inc. as of June 30, 2020 and for the year then ended appearing in the Annual Report on Form 10-K of Kintara Therapeutics, Inc. for the year ended June 30, 2020.

/s/ Marcum llp

Marcum llp
San Francisco, CA
September 18, 2020