
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)

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

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 | 6,300,000 | \$0.8995 | \$5,666,850 | \$618.254 |

- (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 6,300,000 shares available for future awards under the Registrant's 2017 Omnibus Equity Incentive Plan, as amended, 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 Securities Act 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 27, 2021.
-

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 6,700,000 to 13,000,000 (the “Amendment”) was approved by the Board of Directors of the Registrant on April 26, 2021 and by the stockholders of the Registrant on June 25, 2021. This Registration Statement registers an aggregate of 6,300,000 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 Statement 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), 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, 2021, filed on [September 28, 2021](#);
- the Registrant's Current Reports on Form 8-K filed on [September 7, 2021](#), and [September 27, 2021](#) (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 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 (incorporated by reference to Exhibit 3.2 of the Registrant'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 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 | Amendment to Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant'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 Registrant'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 Registrant's Current Report on Form 8-K filed with the SEC on May 20, 2016) |
| 4.9 | 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) |
| 4.10 | 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) |
| 4.11 | 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) |

- 4.12 [Certificate of Amendment to the Articles of Incorporation, as amended, of the Registrant, dated June 26, 2019 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on June 28, 2019\)](#)
- 4.13 [Certificate of Amendment to the Articles of Incorporation of the Registrant, dated August 19, 2020 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on August 21, 2020\)](#)
- 4.14 [Certificate of Designation of Preferences, Rights and Limitations of Series C-1 Preferred Stock \(incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the SEC on August 21, 2020\)](#)
- 4.15 [Certificate of Designation of Preferences, Rights and Limitations of Series C-2 Preferred Stock \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on August 25, 2020\)](#)
- 4.16 [Certificate of Designation of Preferences, Rights and Limitations of Series C-3 Preferred Stock \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on September 1, 2020\)](#)
- 4.17 [Specimen Common Stock Certificate, \\$0.001 par value, per share \(incorporated by reference to Exhibit 4 of the Registrant's Registration Statement on Form 8-A filed with the SEC on September 14, 2012\)](#)
- 4.18 [Certificate of Amendment to the Articles of Incorporation, as amended, of the Registrant, dated June 25, 2021 \(incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on June 28, 2021\)](#)
- 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 \(incorporated by reference to Exhibit 10.26 of the Registrant's Annual Report on Form 10-K filed with the SEC on September 18, 2020\)](#)
- 99.3 [Amendment to Kintara Therapeutics, Inc. 2017 Omnibus Equity Incentive Plan \(incorporated by reference to Exhibit 10.27 of the Company's Annual Report on Form 10-K filed with the SEC on September 28, 2021\)](#)

*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 28th day of September, 2021.

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 28, 2021 |
| <u>/s/ Scott Praill</u> Scott Praill | Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | September 28, 2021 |
| <u>/s/ Laura Johnson</u> Laura Johnson | Director | September 28, 2021 |
| <u>/s/ Robert J. Toth</u> Robert J. Toth | Director | September 28, 2021 |
| <u>/s/ Robert E. Hoffman</u> Robert E. Hoffman | Director | September 28, 2021 |
| <u>/s/ Tamara A. Seymour</u> Tamara A. Seymour | Director | September 28, 2021 |
| <u>/s/ Keith Murphy</u> Keith Murphy | Director | September 28, 2021 |

7800 Rancharrah Parkway
Reno, NV 89511
PH (775) 788-2200 | FX (775) 786-1177
fennemorelaw.com

September 28, 2021

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 6,300,000 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 (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 Plans or

18774163.1/045223.0002

September 28, 2021

Page 2

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.

18774163.1/045223.0002

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 28, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to the consolidated financial statements of Kintara Therapeutics, Inc. as of June 30, 2021 and 2020 and for each of the two years in the period ended June 30, 2021, appearing in the Annual Report on Form 10-K of Kintara Therapeutics, Inc. for the year ended June 30, 2021.

/s/ Marcum llp

Marcum llp
San Francisco, CA
September 28, 2021