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

**FORM S-8
REGISTRATION STATEMENT**

*Under
THE SECURITIES ACT OF 1933*

Landos Biopharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-5085535
(I.R.S. Employer
Identification No.)

**P.O. Box 11239
Blacksburg, VA 24062**
(Address of principal executive offices)

2019 Equity Incentive Plan

2021 Employee Stock Purchase Plan
(Full title of the plan)

**Gregory Oakes
Chief Executive Officer
Landos Biopharma, Inc.
P.O. Box 11239
Blacksburg, VA 24062**
(Name and address of agent for service)

(508) 218-2232
(Telephone number, including area code, of agent for service)

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 checked="" 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 13(a) of the Exchange Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Landos Biopharma, Inc. (the "Registrant") is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") to register (1) 1,824,900 additional shares of its common stock under the 2019 Equity Incentive Plan (the "2019 Plan"), pursuant to the provisions of the 2019 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2019 Plan on January 1, 2023 and (2) 402,548 additional shares of its common stock under the 2021 Employee Stock Purchase Plan (the "2021 ESPP"), pursuant to the provisions of 2021 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2021 ESPP on January 1, 2023. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The contents of the Registrant's Registrations Statement on [Form S-8](#) filed with the Commission on May 17, 2021 (File No. 333-256185);
- (b) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, as filed with the Commission on March 23, 2023 (the "**2022 10-K**");
- (c) The description of the Registrant's Common Stock which is contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on February 1, 2021 (File No. 001-39971) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description; and
- (d) All documents, reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. 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 herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description	Schedule Form	Incorporated by Reference			Filed Herewith
			File Number	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect	8-K	001-39971	3.1	February 8, 2021	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect	S-1/A	333-252083	3.4	January 28, 2021	
5.1	Opinion of Cooley LLP					X
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.					X
23.2	Consent of Cooley LLP (included in Exhibit 5.1).					X
24.1	Power of Attorney (included in signature pages of Registration Statement).					X
99.1	2019 Equity Incentive Plan and Forms of Option Grant Notice and Agreement, Exercise Notice, Early Exercise Notice and Restricted Stock Award Notice (as amended)	S-1/A	333-252083	10.2	January 28, 2021	

99.2 [2021 Employee Stock Purchase Plan](#)

S-1/A 333-252083 10.5

January 28,
2021

107 [Filing Fee Table](#)

X

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 Blacksburg, Commonwealth of Virginia, on this 23rd day of March, 2023.

LANDOS BIOPHARMA, INC.

By: _____ /s/ Gregory Oakes
Gregory Oakes
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gregory Oakes as his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

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/ Gregory Oakes</u> Gregory Oakes	Chief Executive Officer and Director (Principal Executive and Financial Officer)	March 23, 2023
<u>/s/ Patrick Truesdell</u> Patrick Truesdell	Vice President and Controller (Principal Accounting Officer)	March 23, 2023
<u>/s/ Christopher Garabedian</u> Christopher Garabedian	Chairman of the Board of Directors	March 23, 2023
<u>/s/ Roger Adsett</u> Roger Adsett	Director	March 23, 2023
<u>/s/ Fred Callori</u> Fred Callori	Director	March 23, 2023
<u>/s/ Tiago Girao</u> Tiago Girao	Director	March 23, 2023
<u>/s/ Tim M. Mayleben</u> Tim M. Mayleben	Director	March 23, 2023



Eric Blanchard
T: +1 212 479 6565
eblanchard@cooley.com
March 23, 2023

Landos Biopharma, Inc.
P.O Box 11239
Blacksburg, Virginia 24062

Ladies and Gentlemen:

We have represented Landos Biopharma, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) covering the offering of up to 2,227,448 shares (the “**Shares**”) of the Company’s common stock, par value \$0.01 per share (“**Common Stock**”), consisting of (a) 1,824,900 shares of Common Stock issuable pursuant to the Company’s 2019 Equity Incentive Plan (the “**2019 EIP**”) and (b) 402,548 shares of the Common Stock issuable pursuant to the Company’s 2021 Employee Stock Purchase Plan (together with the 2019 EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where due authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, and the Registration Statement and related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Eric Blanchard
Eric Blanchard

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Equity Incentive Plan and 2021 Employee Stock Purchase Plan of Landos Biopharma, Inc. of our report dated March 23, 2023, with respect to the consolidated financial statements of Landos Biopharma, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

Raleigh, NC
March 23, 2023

Calculation of Filing Fee Tables

Registration Statement on Form S-8

LANDOS BIOPHARMA, INC.

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2019 EIP Common Stock	Other	1,824,900	\$0.26	\$474,474.00	\$110.20 per million	\$52.29
Equity	2021 ESPP Common Stock	Other	402,548	\$0.26	\$104,662.48	\$110.20 per million	\$11.53
Total Offering Amounts						\$579,136.48	\$63.82
Total Fee Offsets							—
Net Fee Due							\$63.82

- (1) Pursuant to Rule 416(a) promulgated 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 that become issuable under the 2019 EIP and 2021 ESPP set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Capital Market on March 16, 2023.
-

