

BELLICUM PHARMACEUTICALS, INC  
Form S-8  
June 11, 2018

As filed with the Securities and Exchange Commission on June 11, 2018

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 title of the plan)**

**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:*

**Karen E. Anderson, 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, 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

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 maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
<b>2014 Equity Incentive Plan</b>				
Common Stock, \$0.01 par value per share	130,000 shares (2)	\$7.95 - \$8.38	\$1,037,800	\$129.21

- (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) Represents (a) 130,000 shares of Common Stock pursuant to an option to purchase 120,000 shares of Common Stock and (b) 10,000 restricted stock units, each of which were granted pursuant to the 2014 Plan in compliance with Nasdaq Listing Rule 5635(c)(4) (collectively, the Inducement Awards).
- (3) This estimate is made pursuant to Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The maximum offering price per share and the maximum aggregate offering price are calculated on the basis of (a) the exercise price of \$7.95 per share for 120,000 shares of Common Stock reserved for issuance pursuant to the stock option award referred to in footnote (2) and (b) the average of the high and low sales prices of the Registrant's Common Stock on June 7, 2018, as reported on the Nasdaq Global Market for 10,000 shares of Common Stock underlying the restricted stock unit award referred to in footnote (2).

**EXPLANATORY NOTE**

The Registration Statement is being filed for the purpose of registering an additional 130,000 shares of the Registrant's 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), June 15, 2017 (File No. 333-218772), August 25, 2017 (File No. 333-220170) and March 13, 2018 (File No. 333-223636). 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**

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

- (1) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, 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, 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, originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.

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- (4) Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.
- (5) Previously filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-3, originally filed with the Commission on January 15, 2016, and incorporated herein by reference.
- \* Filed herewith

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**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 June 11, 2018.

**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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Richard A. Fair Richard A. Fair	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 11, 2018
/s/ Alan A. Musso Alan A. Musso	Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	June 11, 2018
/s/ James Brown James Brown	Director <i>(Chairman)</i>	June 11, 2018
/s/ James M. Daly James M. Daly	Director	June 11, 2018
/s/ Stephen R. Davis	Director	June 11, 2018

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Stephen R. Davis

/s/ Edmund Harrigan

Director

June 11, 2018

Edmund Harrigan

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

Director

June 11, 2018

Reid M. Huber, Ph.D.

/s/ Frank B. McGuyer

Director

June 11, 2018

Frank B. McGuyer

/s/ Jon P. Stonehouse

Director

June 11, 2018

Jon P. Stonehouse