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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SURFACE ONCOLOGY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

46-5543980
(I.R.S. Employer
Identification No.)

50 Hampshire Street, 8th Floor
Cambridge, MA 02139
(Address of Principal Executive Offices)

Surface Oncology, Inc. 2018 Stock Option and Incentive Plan
Surface Oncology, Inc. 2018 Employee Stock Purchase Plan
(Full Title of the Plans)

Robert W. Ross, M.D.
Chief Executive Officer
Surface Oncology, Inc.
50 Hampshire Street, 8th Floor
Cambridge, MA 02139
(Name and address of agent for service)

(617) 714-4096
(Telephone number, including area code, of agent for service)

Copies to:

Kingsley L. Taft, Esq.
Seo Salimi, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

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
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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) as it relates to the 2018 Stock Option and Incentive Plan and the 2018 Employee Stock Purchase Plan of Surface Oncology, Inc. (the “Registrant”) registers additional securities of the same class as other securities for which registration statements filed on Form S-8 (SEC File Nos. [333-224403](#), [333-230129](#), [333-237044](#), [333-254023](#), and [333-263207](#)) of the Registrant are effective. Accordingly, the information contained in the Registrant’s Registration Statement on Form S-8 (SEC File No. [333-224403](#)) filed with the Securities and Exchange Commission (“SEC”) on April 23, 2018, the Registrant’s Registration Statement on Form S-8 (SEC File No. [333-230129](#)) filed with the SEC on March 7, 2019, the Registrant’s Registration Statement on Form S-8 (SEC File No. [333-273044](#)) filed with the SEC on March 10, 2020, the Registrant’s Registration Statement on Form S-8 (File No. [333-254023](#)) filed with the SEC on March 9, 2021, and the Registrant’s Registration Statement on Form S-8 (File No. [333-263207](#)) filed with the SEC on March 2, 2022 are hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on April 23, 2018 (File No. 001-38459)).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on April 23, 2018 (File No. 001-38459)).</u>
4.3	<u>Specimen Common Stock Certificate (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included as part of the signature page of this Registration Statement)</u>
99.1	<u>2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.2	<u>Form of Incentive Stock Option Agreement under the Registrant's 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.3	<u>Form of Non-Qualified Stock Option Agreement for Company Employees under Registrant's 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.4	<u>Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Registrant's 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.5	<u>Form of Restricted Stock Award Agreement under the Registrant's 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.6	<u>Form of Restricted Stock Unit Award Agreement for Company Employees under Registrant's 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.7	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Registrant's 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
99.8	<u>2018 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-223877)).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 town of Cambridge, Commonwealth of Massachusetts, on March 9, 2023.

SURFACE ONCOLOGY, INC.

By: /s/ Robert W. Ross

Robert W. Ross, M.D.
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Surface Oncology, Inc. (the "Company"), hereby severally constitute and appoint Robert W. Ross and Denice Torres, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 9, 2023:

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Robert W. Ross</u> Robert W. Ross, M.D.	Chief Executive Officer (Principal Executive Officer)	March 9, 2023
<u>/s/ Jessica Fees</u> Jessica Fees	Chief Financial Officer (Principal Financial and Accounting Officer)	March 9, 2023
<u>/s/ Denice Torres</u> Denice Torres	Chair	March 9, 2023
<u>/s/ Carsten Brunn</u> Carsten Brunn, Ph.D.	Director	March 9, 2023
<u>/s/ J. Jeffrey Goater</u> J. Jeffrey Goater	Director	March 9, 2023
<u>/s/ David S. Grayzel</u> David S. Grayzel, M.D.	Director	March 9, 2023
<u>/s/ Benjamin Hickey</u> Benjamin Hickey	Director	March 9, 2023
<u>/s/ Ramy Ibrahim</u> Ramy Ibrahim, Ph.D.	Director	March 9, 2023
<u>/s/ Armen B. Shanafelt</u> Armen B. Shanafelt, Ph.D.	Director	March 9, 2023

/s/ Elliott Sigal Director
Elliott Sigal, M.D., Ph.D.

March 9, 2023

/s/ Laurie D. Stelzer Director
Laurie D. Stelzer

March 9, 2023



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com

+1 617 570 1000

March 9, 2023

Surface Oncology, Inc.
50 Hampshire Street, 8th Floor
Cambridge, MA 02139

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 3,028,947 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Surface Oncology, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan and 2018 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. 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/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Surface Oncology, Inc. of our report dated March 9, 2023 relating to the financial statements, which appears in Surface Oncology, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 9, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Surface Oncology, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2018 Stock Option and Incentive Plan Common Stock, \$0.0001 par value per share	457(h)	2,423,158 shares (2)	\$0.7002 (3)	\$1,696,695.23	.0001102	\$186.98
Equity	2018 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	457(a)	605,789 shares (4)	\$0.5952 (5)	\$360,565.61	.0001102	\$39.74
Total Offering Amounts					\$2,057,260.84		\$226.72
Total Fee Offsets							\$0
Net Fee Due							\$226.72

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents an automatic annual increase on January 1, 2023 to the number of shares reserved for issuance under the 2018 Stock Option and Incentive Plan (the "2018 Plan") pursuant to the terms of the 2018 Plan. Shares available for issuance under the 2018 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission ("SEC") on April 23, 2018 (Registration No. 333-224403), a registration statement on Form S-8 filed with the SEC on March 7, 2019 (Registration No. 333-230129), a registration statement on Form S-8 filed with the SEC on March 10, 2020 (Registration No. 333-237044), a registration statement on Form S-8 filed with the SEC on March 9, 2021 (Registration No. 333-254023), and a registration statement on Form S-8 filed with the SEC on March 2, 2022 (Registration No. 333-263207).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on \$0.7002, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Market on March 7, 2023.
- (4) Represents an automatic annual increase on January 1, 2023 to the number of shares reserved for issuance under the 2018 Employee Stock Purchase Plan (the "2018 ESPP") pursuant to the terms of the 2018 ESPP. Shares available for issuance under the 2018 ESPP were previously registered on a registration statement on Form S-8 filed with the SEC on April 23, 2018 (Registration No. 333-224403), a registration statement on Form S-8 filed with the SEC on March 7, 2019 (Registration No. 333-230129), a registration statement on Form S-8 filed with the SEC on March 10, 2020 (Registration No. 333-237044), a registration statement on Form S-8 filed with the SEC on March 9, 2021 (Registration No. 333-254023), and a registration statement on Form S-8 filed with the SEC on March 2, 2022 (Registration No. 333-263207).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act, and based on 85% of \$0.7002, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Market on March 7, 2023. Pursuant to the 2018 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.