

**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, Massachusetts**
(Address of Principal Executive Offices)

02139
(Zip Code)

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

**J. Jeffrey Goater
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.
Robert E. Puopolo, Esq.
Seo Salimi, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

**J. Jeffrey Goater
Chief Executive Officer
Surface Oncology, Inc.
50 Hampshire Street, 8th Floor
Cambridge, MA 02139
(617) 714-4096**

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.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(6)
Common Stock, par value \$0.0001 per share	1,110,904(2)	\$4.33(3)	\$4,810,214	\$583

Common Stock, par value \$0.0001 per share	277,726 ⁽⁴⁾	\$3.68 ⁽⁵⁾	\$1,022,032	\$124
Total	1,388,630		\$5,832,246	\$707

- (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.
- (2) Represents an automatic annual increase on January 1, 2019 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 on April 23, 2018 (Registration No. 333-224403).
- (3) The price of \$4.33 per share, which is the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on March 4, 2019, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price.
- (4) Represents an automatic annual increase on January 1, 2019 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 Securities and Exchange Commission on April 23, 2018 (Registration No. 333-224403).
- (5) The price of \$3.68 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on March 4, 2019, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price. 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.
- (6) Calculated pursuant to Section 6(b) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating 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 a registration statement filed on Form S-8 (SEC File No. 333-224403) of the Registrant is 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 on April 23, 2018 is 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 3.1 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>
4.4	<u>Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated November 6, 2014, as amended on January 9, 2016 (Incorporated by reference to Exhibit 4.2 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 the 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 the 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>

* 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 7, 2019.

SURFACE ONCOLOGY, INC.

By: /s/ J. Jeffrey Goater
J. Jeffrey Goater
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 J. Jeffrey Goater and Daniel S. Lynch, 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 7, 2019:

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ J. Jeffrey Goater</u> J. Jeffrey Goater	Chief Executive Officer (Principal Executive Officer)	March 7, 2019
<u>/s/ Jessica Fees</u> Jessica Fees	Senior Vice President, Finance and Business Operations (Principal Financial and Accounting Officer)	March 7, 2019
<u>/s/ Daniel S. Lynch</u> Daniel S. Lynch	Chair of the Board	March 7, 2019
<u>/s/ David S. Grayzel</u> David S. Grayzel, M.D.	Director	March 7, 2019
<u>/s/ Geoffrey McDonough</u> Geoffrey McDonough, M.D.	Director	March 7, 2019
<u>/s/ Armen B. Shanafelt</u> Armen B. Shanafelt, Ph.D.	Director	March 7, 2019
<u>/s/ Elliott Sigal</u> Elliott Sigal, M.D., Ph.D.	Director	March 7, 2019
<u>/s/ Laurie D. Stelzer</u> Laurie D. Stelzer	Director	March 7, 2019



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

March 7, 2019

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

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

Ladies and Gentlemen:

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 1,388,630 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.

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 7, 2019 relating to the financial statements, which appears in Surface Oncology, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 7, 2019