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

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

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**SURFACE ONCOLOGY, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**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. 2021 Inducement Plan  
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**

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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.

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## 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](#) and [333-254023](#)) 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 and the Registrant’s Registration Statement on [Form S-8](#) (File No. 333-254023) filed with the SEC on March 9, 2021 are hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

This Registration Statement is also being filed for the purpose of registering 600,000 shares of common stock reserved and available for issuance under the Registrant’s 2021 Inducement Plan (the “Inducement Plan”).

On December 9, 2021, the Registrant’s board of directors adopted the Inducement Plan pursuant to which the Registrant reserved 600,000 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), to be used exclusively for grants of equity based awards to individuals who were not previously employees or directors of the Registrant, as an inducement material to the individual’s entry into employment with the Registrant within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules. The Inducement Plan provides for the grant of equity-based awards in the form of nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, unrestricted stock awards, and dividend equivalent rights. The Inducement Plan was adopted by the Registrant’s board of directors without stockholder approval pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules.

## Part I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

#### Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents have been previously filed by the Registrant with the Commission and are hereby incorporated by reference into this Registration Statement and shall be deemed a part hereof:

(a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the Commission on March 2, 2022; and

(b) The description of the Registrant's common stock contained in its Registration Statement on [Form 8-A](#) (File No. 001-38459) filed with the Commission on April 17, 2018, and as set forth by the description of the Registrant's common stock set forth in [Exhibit 4.3](#) to the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2020, filed with the Commission on March 9, 2021, and any other amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K (and corresponding information furnished under Item 9.01 or included as an exhibit thereto). Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

## Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

The Registrant's amended and restated certificate of incorporation provides for the indemnification of directors to the fullest extent permissible under Delaware law.

The Registrant's amended and restated by-laws provide for the indemnification of officers, directors if such persons act in good faith and in a manner reasonably believed to be in and not opposed to the Registrant's best interest, and, with respect to any criminal action or proceeding, such indemnified party had no reason to believe his or her conduct was unlawful.

The Registrant has entered into indemnification agreements with each of its directors and executive officers, in addition to the indemnification provisions provided for in its charter documents, and the Registrant intends to enter into indemnification agreements with any new directors and executive officers in the future. These agreements provide for indemnification for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were agents of the Registrant.

The Registrant has purchased and maintains insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in that capacity, subject to certain exclusions and limits of the amount of coverage.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its officers and directors may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

## Item 7. Exemption from Registration Claimed.

Not applicable.

## 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	<a href="#">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)).</a>
4.2	<a href="#">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)).</a>
4.3	<a href="#">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)).</a>
5.1*	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</a>
23.2*	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included as part of the signature page of this Registration Statement)</a>
99.1	<a href="#">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)).</a>
99.2	<a href="#">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)).</a>
99.3	<a href="#">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)).</a>
99.4	<a href="#">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)).</a>

- 99.5 [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 \(File No. 333-223877\)\)](#).
- 99.6 [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 \(File No. 333-223877\)\)](#).
- 99.7 [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 \(File No. 333-223877\)\)](#).
- 99.8 [2018 Employee Stock Purchase Plan \(Incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1, as amended \(File No. 333-223877\)\)](#).
- 99.9 [2021 Inducement Plan and form of award agreement thereunder \(Incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K filed on March 2, 2022 \(File No. 001-38459\)\)](#).
- 107\* [Filing Fee Table](#).

\* Filed herewith.

#### Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## 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 2, 2022.

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 2, 2022:

<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 2, 2022
<u>/s/ Jessica Fees</u> Jessica Fees	Chief Financial Officer (Principal Financial and Accounting Officer)	March 2, 2022
<u>/s/ Denice Torres</u> Denice Torres	Chair	March 2, 2022
<u>/s/ J. Jeffrey Goater</u> J. Jeffrey Goater	Director	March 2, 2022
<u>/s/ David S. Grayzel</u> David S. Grayzel, M.D.	Director	March 2, 2022
<u>/s/ Benjamin Hickey</u> Benjamin Hickey	Director	March 2, 2022
<u>/s/ Ramy Ibrahim</u> Ramy Ibrahim, Ph.D.	Director	March 2, 2022
<u>/s/ Armen B. Shanafelt</u> Armen B. Shanafelt, Ph.D.	Director	March 2, 2022
<u>/s/ Elliott Sigal</u> Elliott Sigal, M.D., Ph.D.	Director	March 2, 2022
<u>/as/ Laurie D. Stelzer</u> Laurie D. Stelzer	Director	March 2, 2022



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

March 2, 2022

Surface Oncology, Inc.  
50 Hampshire Street, 8<sup>th</sup> 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 2,947,938 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, 2018 Employee Stock Purchase Plan and 2021 Inducement 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 2, 2022 relating to the financial statements, which appears in Surface Oncology, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
March 2, 2022

**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	<b>2018 Stock Option and Incentive Plan</b> Common Stock, \$0.0001 par value per share	457(h)	1,878,351 shares (2)	\$3.62 (3)	\$6,799,631	.0000927	\$631
Equity	<b>2018 Employee Stock Purchase Plan</b> Common Stock, \$0.0001 par value per share	457(a)	469,587 shares (4)	\$3.08 (5)	\$1,446,328	.0000927	\$135
Equity	<b>2021 Inducement Plan</b> Common Stock, \$0.0001 par value per share	457(h)	600,000 shares (6)	\$3.62 (3)	\$2,172,000	.0000927	\$202
Total Offering Amounts					\$10,417,959		\$968
Total Fee Offsets							\$0
Net Fee Due							\$968

- (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, 2022 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) and a registration statement on Form S-8 filed with the SEC on March 9, 2021 (Registration No. 333-254023).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on \$3.62, the average of the high and low sale prices of the Registrant’s common stock as reported on the Nasdaq Global Market on February 28, 2022.
  - (4) Represents an automatic annual increase on January 1, 2022 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) and a registration statement on Form S-8 filed with the SEC on March 9, 2021 (Registration No. 333-254023).
  - (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 \$3.62 the average of the high and low sale prices of the Registrant’s common stock as reported on the Nasdaq Global Market on February 28, 2022. 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) Consists of 600,000 shares of Common Stock that may become issuable under the Registrant’s 2021 Inducement Plan pursuant to its terms.