

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

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

Jasper Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-2984849
(I.R.S. Employer
Identification No.)

2200 Bridge Pkwy Suite #102
Redwood City, CA 94065
(Address of Principal Executive Offices) (Zip Code)

Jasper Therapeutics, Inc. Amended and Restated 2022 Inducement Equity Incentive Plan
(Full title of the plan)

Ronald Martell
Chief Executive Officer and President
Jasper Therapeutics, Inc.
2200 Bridge Pkwy Suite #102
Redwood City, CA 94065
(650) 549-1400

(Name, address and telephone number, including area code, of agent for service)

Copies to:
Jeffrey T. Hartlin
Samantha H. Eldredge
Paul Hastings LLP
1117 S. California Avenue
Palo Alto, California 94304
(650) 320-1800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES
EXPLANATORY NOTE

On June 2, 2023, the Compensation Committee of the Registrant's Board of Directors approved an amendment and restatement of the Registrant's 2022 Inducement Equity Incentive Plan solely to increase the maximum number of shares of Registrant's voting common stock, \$0.0001 par value per share ("Common Stock"), available for grant thereunder by 2,500,000 shares of Common Stock to an aggregate of 5,500,000 shares of Common Stock (such amended and restated plan, the "Inducement Plan"). The Registrant has prepared this registration statement (this "Registration Statement") in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 2,500,000 additional shares of Common Stock issuable pursuant to the Inducement Plan. The Inducement Plan has not been and will not be approved by the Registrant's stockholders as awards under the Inducement Plan will be made pursuant to the exemption from Nasdaq stockholder approval requirements for equity compensation provided by Nasdaq Listing Rule 5635(c)(4), which permits Nasdaq-listed companies to make inducement equity awards to new employees without first obtaining stockholder approval of the award.

Pursuant to the Registration Statement on Form S-8 (File No. 333-263702) filed by the Registrant with the Securities and Exchange Commission (the "Commission") on March 18, 2022 (the "Prior Registration Statement"), the Registrant previously registered, among other shares, an aggregate of 3,000,000 shares of Common Stock under the Inducement Plan.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

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

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 8, 2023;
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2023, filed with the Commission on May 12, 2023;
- (c) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended June 30, 2023, filed with the Commission on August 11, 2023;
- (d) The Registrant's Current Reports on Form 8-K filed with the Commission on [January 19, 2023](#), [January 25, 2023](#), [January 27, 2023](#), [February 17, 2023](#) (other than the information furnished under Item 7.01 and Exhibit 99.1 thereto), [April 14, 2023](#), [June 2, 2023](#) (other than the information furnished under Item 7.01 and Exhibit 99.1 thereto), [June 8, 2023](#) and [June 20, 2023](#); and
- (e) The description of the Registrant's Common Stock set forth in the Registration Statement on [Form 8-A](#) filed with the Commission on November 18, 2019 (File No. 001-39138) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description, including the description of the Registrant's Common Stock included as [Exhibit 4.3](#) to the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 8, 2023.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded 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 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.

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

Jasper Therapeutics, Inc.
2200 Bridge Pkwy Suite #102
Redwood City, CA 94065
(650) 549-1400
Attn: President and Chief Executive Officer

ITEM 8. EXHIBITS.

| Exhibit Number | Description |
|-----------------------|---|
| 3.1 | <u>Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on September 29, 2021).</u> |
| 3.2 | <u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, dated June 8, 2023 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on June 8, 2023).</u> |
| 3.3 | <u>Third Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on February 17, 2023).</u> |
| 4.1 | <u>Form of Warrant Agreement, dated November 19, 2019, by and between the Registrant and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Registrant on November 25, 2019).</u> |
| 4.2 | <u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1/A (File No. 333-234324) filed by the Registrant on November 6, 2019).</u> |
| 5.1* | <u>Opinion of Paul Hastings LLP.</u> |
| 10.1 | <u>Jasper Therapeutics, Inc. Amended and Restated 2022 Inducement Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on June 8, 2023).</u> |
| 10.2 | <u>Jasper Therapeutics, Inc. 2022 Inducement Equity Incentive Plan Form of Stock Option Agreement and Terms and Conditions of Stock Option Grant (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-8 (File No. 333-263702) filed by the Registrant on March 18, 2022).</u> |
| 10.3 | <u>Jasper Therapeutics, Inc. 2022 Inducement Equity Incentive Plan Form of Restricted Stock Unit Agreement and Terms and Conditions of Restricted Stock Unit Grant (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-8 (File No. 333-263702) filed by the Registrant on March 18, 2022).</u> |
| 23.1* | <u>Consent of PricewaterhouseCoopers LLP.</u> |
| 23.2* | <u>Consent of Paul Hastings LLP (included in Exhibit 5.1).</u> |
| 24.1* | <u>Power of Attorney is contained on the signature page.</u> |
| 107* | <u>Filing Fee Table.</u> |

* Filed herewith.

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 Redwood City, State of California, on August 11, 2023.

Jasper Therapeutics, Inc.

By: /s/ Ronald Martell

Name: Ronald Martell

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronald Martell and Jeet Mahal, and each or any one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, 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.

| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|---|--|-----------------|
| <u>/s/ Ronald Martell</u> Ronald Martell | President, Chief Executive Officer and Director (Principal Executive Officer) | August 11, 2023 |
| <u>/s/ Jeet Mahal</u> Jeet Mahal | Chief Financial Officer and Chief Business Officer (Principal Accounting and Financial Officer) | August 11, 2023 |
| <u>/s/ William Lis</u> William Lis | Chairperson of the Board | August 11, 2023 |
| <u>/s/ Scott Brun, M.D.</u> Scott Brun, M.D. | Director | August 11, 2023 |
| <u>/s/ Anna French, D.Phil.</u> Anna French, D.Phil. | Director | August 11, 2023 |
| <u>/s/ Vishal Kapoor</u> Vishal Kapoor | Director | August 11, 2023 |
| <u>/s/ Christian W. Nolet</u> Christian W. Nolet | Director | August 11, 2023 |
| <u>/s/ Judith Shizuru, M.D., Ph.D.</u> Judith Shizuru, M.D., Ph.D. | Director | August 11, 2023 |
| <u>/s/ Kurt von Emster</u> Kurt von Emster | Director | August 11, 2023 |

PAUL
HASTINGS

August 11, 2023

46931.00001

Jasper Therapeutics, Inc.
2200 Bridge Pkwy Suite #102
Redwood City, CA 94065

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Jasper Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation of the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”) to effect registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 2,500,000 shares (the “**Shares**”) of the Company’s voting common stock, \$0.0001 par value per share (“**Common Stock**”), comprised solely of shares of Common Stock reserved for future issuance under the Jasper Therapeutics, Inc. Amended and Restated 2022 Inducement Equity Incentive Plan (the “**Inducement Plan**”).

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Second Amended and Restated Certificate of Incorporation of the Company, as amended, as certified as of August 11, 2023 by the Office of the Secretary of State of the State of Delaware;
- (iv) the Third Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company on August 11, 2023;
- (v) the Inducement Plan and the forms of award agreements related thereto that were attached as exhibits to the Registration Statement or otherwise incorporated by reference into the exhibits of the Registration Statement;
- (vi) a certificate, dated as of August 11, 2023, from the Office of the Secretary of State of the State of Delaware, as to the existence and good standing of the Company in the State of Delaware (the “**Good Standing Certificate**”); and
- (vii) the resolutions adopted by the compensation committee of the board of directors of the Company regarding the Inducement Plan, and other matters related thereto, as certified by an officer of the Company on August 11, 2023.

Paul Hastings LLP | 1117 S. California Avenue | Palo Alto, California 94304
t: +1.650.320.1800 | www.paulhastings.com

Jasper Therapeutics, Inc.
August 11, 2023
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In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other independent counsel and, to our knowledge, handles certain legal matters and issues without the assistance of independent counsel. We have also assumed that the individual issuances, grants or awards under the Inducement Plan will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the Inducement Plan and the agreements, forms of instrument, awards and grants duly adopted thereunder.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued as described in the Registration Statement and in accordance with the Inducement Plan and the award agreements related thereto (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the issuance and delivery of the Shares as described in the Registration Statement and in accordance with the terms of the Inducement Plan and the award agreements related thereto. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein after the effectiveness of the Registration Statement even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings 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 Jasper Therapeutics, Inc. of our report dated March 8, 2023 relating to the financial statements which appears in Jasper Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 11, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Jasper Therapeutics, 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 Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-----------------------------------|---|----------------------|----------------------------------|--|----------------------------------|------------|----------------------------|
| Equity | Voting common stock, par value \$0.0001 per share | 457(h) | 2,500,000 ⁽²⁾ | \$ 1.44 ⁽³⁾ | \$ 3,600,000 | 0.00011020 | \$ 396.72 |
| Total Offering Amounts | | | | | \$ 3,600,000 | — | \$ 396.72 |
| Total Fees Previously Paid | | | | | — | — | — |
| Total Fee Offsets | | | | | — | — | — |
| Net Fee Due | | | | | — | — | <u>\$ 396.72</u> |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the Registrant’s voting common stock, \$0.0001 par value per share (“Common Stock”), that become issuable under the Jasper Therapeutics, Inc. Amended and Restated 2022 Inducement Equity Incentive Plan (the “Inducement Plan”), 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) Represents shares of Common Stock reserved for awards available for future issuance under the Inducement Plan.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated based on \$1.44 per share, the average of the high and low prices of the Common Stock as reported on the Nasdaq Capital Market on August 9, 2023, a date within five business days prior to the filing of this Registration Statement.