
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Y-mAbs Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

47-4619612
(I.R.S. Employer Identification No.)

**230 Park Avenue Suite 3350
New York, NY 10169**
(Address of principal executive offices) (Zip code)

2018 Equity Incentive Plan
(Full title of the plans)

Michael Rossi
President and Chief Executive Officer
Y-mAbs Therapeutics, Inc.
230 Park Avenue Suite 3350
New York, New York 10169
Tel: (646) 885-8505

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

Copies to:

Divakar Gupta
Sarah K. Sellers
Cooley LLP
55 Hudson Yards
New York, NY 10001
Telephone: (212) 479-6000

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 | <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 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.

EXPLANATORY NOTE

Y-mAbs Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “**Commission**”) for the purpose of registering 1,746,884 shares of the Registrant’s common stock, par value \$0.0001 per share (the “**Common Stock**”), issuable to eligible persons under the Registrant’s 2018 Equity Incentive Plan (the “**2018 EIP**”), which Common Stock is in addition to, and of the same class as, the shares of Common Stock for which the Registrant previously filed registration statements on Form S-8 (File Nos. [333-230455](#) and [333-271007](#)) with the Commission on March 22, 2019 and March 30, 2023, respectively (the “**Prior S-8 Registration Statements**”). Accordingly, the contents of the Prior S-8 Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The additional shares of Common Stock registered hereby have become reserved for issuance as a result of the operation of the “evergreen” provision in the 2018 EIP, which provides that the total number of shares subject to the plan may be increased each year pursuant to a specified formula as set forth in the 2018 EIP.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

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

The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on [February 29, 2024](#).

The description of the Registrant’s Common Stock which is contained in Exhibit 4.2 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2023 filed with the Commission on [February 29, 2024](#).

The contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on [March 22, 2019 \(File No. 333-230455\)](#) and [March 30, 2023 \(File No. 333-271007\)](#), pursuant to which the Registrant previously registered shares of its Common Stock for issuance under the 2018 EIP.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also 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.

ITEM 8. EXHIBITS

| Exhibit Number | Description | Incorporated by Reference | | | |
|----------------|--|---------------------------|-------------|---------|--------------------|
| | | Schedule Form | File Number | Exhibit | Filing Date |
| 4.1 | Amended and Restated Certificate of Incorporation. | 8-K | 001-38650 | 3.1 | September 26, 2018 |
| 4.2 | Amended and Restated Bylaws. | 8-K | 001-38650 | 3.2 | September 26, 2018 |
| 4.3 | Specimen stock certificate evidencing the shares of Common Stock. | S-1 | 333-226999 | 4.1 | August 24, 2018 |
| 99.1 | 2018 Equity Incentive Plan | S-1 | 333-226999 | 10.9 | August 24, 2018 |
| 99.2 | Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Equity Incentive Plan (as amended, employees, consultants and service providers other than directors). | 10-Q | 001-38650 | 10.8 | November 5, 2020 |
| 99.3 | Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Equity Incentive Plan (as amended, directors). | 10-Q | 001-38650 | 10.9 | November 5, 2020 |
| 99.4 | Form of Stock Option Grant Notice and Stock Option Agreement under the 2018 Equity Incentive Plan. | 10-Q | 001-38650 | 10.1 | November 7, 2022 |
| 99.5 | Form of Stock Option Grant Notice and Stock Option Agreement for directors under the 2018 Equity Incentive Plan. | 10-Q | 001-38650 | 10.2 | November 7, 2022 |
| 99.6 | Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2018 Equity Incentive Plan. | S-1 | 333-226999 | 10.16 | August 24, 2018 |
| 99.7 | Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Equity Incentive Plan. | S-1 | 333-226999 | 10.17 | August 24, 2018 |
| 99.8 | Form of Performance Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2018 Equity Incentive Plan. | 10-K | 001-38650 | 10.46 | February 29, 2024 |
| 5.1* | Opinion of Cooley LLP. | | | | |
| 23.1* | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. | | | | |
| 23.2* | Consent of Cooley LLP (included in Exhibit 5.1). | | | | |
| 24.1* | Power of Attorney (included on the signature page of this Form S-8). | | | | |
| 107* | Exhibit Fee Table | | | | |

* 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 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in New York City, State of New York, on this 29th day of February 2024.

Y-MABS THERAPEUTICS, INC.

By: /s/ Michael Rossi

Name: Michael Rossi

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael Rossi, Bo Kruse and John LaRocca, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her 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 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 and about the premises, 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 their 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.

| <u>Name</u> | <u>Position</u> | <u>Date</u> |
|--|--|-------------------|
| <u>/s/ MICHAEL ROSSI</u> Michael Rossi | Director, President, Chief Executive Officer <i>(Principal Executive Officer)</i> | February 29, 2024 |
| <u>/s/ BO KRUSE</u> Bo Kruse | Executive Vice President, Chief Financial Officer, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | February 29, 2024 |
| <u>/s/ THOMAS GAD</u> Thomas Gad | Director | February 29, 2024 |
| <u>/s/ JOHAN WEDELL- WEDELLSBORG</u> Johan Wedell-Wedellsborg | Director | February 29, 2024 |
| <u>/s/ LAURA J. HAMILL</u> Laura J. Hamill | Director | February 29, 2024 |
| <u>/s/ GÉRARD BER</u> Gérard Ber | Director | February 29, 2024 |
| <u>/s/ ASHUTOSH TYAGI</u> Ashutosh Tyagi | Director | February 29, 2024 |
| <u>/s/ JAMES I. HEALEY</u> James I. Healy | Director | February 29, 2024 |
| <u>/s/ DAVID N. GILL</u> David N. Gill | Director | February 29, 2024 |



Sarah K. Sellers
+1 212 479 6370
SSellers@cooley.com

Exhibit 5.1

February 29, 2024

Y-mAbs Therapeutics, Inc.
230 Park Avenue, Suite 3350
New York, NY 10169

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Y-mAbs Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 1,746,884 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share, issuable pursuant to the Y-mAbs Therapeutics, Inc. 2018 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 55 HUDSON YARDS, NEW YORK, NEW YORK 10001-2157
T: (212) 479-8000 F: (212) 479-8275 COOLEY.COM



Y-mAbs Therapeutics, Inc.
February 29, 2024
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This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Sarah K. Sellers
Sarah K. Sellers

COOLEY LLP 55 HUDSON YARDS, NEW YORK, NEW YORK 10001-2157
T: (212) 479-8000 F: (212) 479-8275 COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Y-mAbs Therapeutics, Inc. of our report dated February 29, 2024 relating to the financial statements, which appears in Y-mAbs Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Florham Park, NJ
February 29, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Y-mAbs 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 |
| Fees to be Paid | Equity | Common Stock, \$0.0001 par value per share, 2018 Equity Incentive Plan | Other ⁽²⁾ | 1,746,884 ⁽³⁾ | \$16.73 | \$29,225,369.32 | \$0.00014760 | \$4,313.66 |
| | Total Offering Amounts | | | 1,746,884 | – | \$29,225,369.32 | – | \$4,313.66 |
| | Total Fees Previously Paid | | | | – | – | – | – |
| | Total Fee Offsets | | | | – | – | – | – |
| | Net Fee Due | | | | – | – | – | \$4,313.66 |

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Common Stock, par value \$0.0001 (“**Common Stock**”) of Y-mAbs Therapeutics, Inc. (the “**Registrant**”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.
- (2) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on February 22, 2024.
- (3) Represents 1,746,884 additional shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2018 Equity Incentive Plan (the “**2018 EIP**”) on January 1, 2024, pursuant to an annual “evergreen” increase provision contained in the 2018 EIP. Pursuant to such provision, the number of shares reserved for issuance under the 2018 EIP will automatically increase on the first day of each calendar year, starting on January 1, 2019 and continuing through January 1, 2028, by the lesser of (a) four percent (4%) of the total number of shares of the Registrant’s common stock of all classes outstanding on December 31st of the immediately preceding calendar year; and (b) a smaller number of shares determined by the Registrant’s board of directors.