
**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)

Thomas Gad

**Founder, President, Interim Chief Executive Officer and
Head of Business Development and Strategy**

Y-mAbs Therapeutics, Inc.

230 Park Avenue, 33rd Floor

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 8,078,887 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 an original registration statement on [Form S-8 \(File No. 333-230455\)](#) was filed with the Commission on March 22, 2019 (the “**Original S-8 Registration Statement**”). Accordingly, the contents of the Original Registration Statement 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, 2022, filed with the Commission on [March 30, 2023](#).

The description of the Registrant's Common Stock which is contained in a registration statement on Form 8-A filed on [September 11, 2018 \(File No. 001-38650\)](#) under the Exchange Act of 1934, as amended (the "**Exchange Act**"), including any amendment or report filed for the purpose of updating such description.

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

The Registrant's Current Reports on Form 8-K filed with the Commission on [January 4, 2023](#) (with respect to Item 2.05 only), [February 2, 2023](#) and [March 13, 2023](#).

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (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.

EXHIBITS

ITEM 8.

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
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 30th day of March 2023.

Y-MABS THERAPEUTICS, INC.

By: /s/ THOMAS GAD

Name: Thomas Gad

Title: Founder, President, Interim Chief Executive Officer,
and

Head of Business Development & Strategy

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Thomas Gad, Bo Kruse and Sune Reinholth Nyland, 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/ THOMAS GAD</u> Thomas Gad	Founder, President, Interim Chief Executive Officer and Head of Business Development and Strategy <i>(Principal Executive Officer)</i>	March 30, 2023
<u>/s/ BO KRUSE</u> Bo Kruse	EVP, Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 30, 2023
<u>/s/ JOHAN WEDELL-WEDELLESBORG</u> Johan Wedell-Wedellsborg	Director	March 30, 2023
<u>/s/ LAURA J. HAMILL</u> Laura J. Hamill	Director	March 30, 2023
<u>/s/ GÉRARD BER</u> Gérard Ber	Director	March 30, 2023
<u>/s/ ASHUTOSH TYAGI</u> Ashutosh Tyagi	Director	March 30, 2023
<u>/s/ JAMES I. HEALEY</u> James I. Healy	Director	March 30, 2023
<u>/s/ DAVID N. GILL</u> David N. Gill	Director	March 30, 2023



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

March 30, 2023

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

Re: Y-mAbs Therapeutics, Inc. – 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 8,078,887 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) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other 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 due execution and delivery are a prerequisite 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) 479-6000 F: (212) 479-6275 COOLEY.COM



Y-mAbs Therapeutics, Inc.
March 30, 2023
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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) 479-6000 F: (212) 479-6275 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 March 30, 2023 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, 2022.

/s/ PricewaterhouseCoopers LLP
Florham Park, NJ
March 30, 2023

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⁾	8,078,887 ⁽³⁾	\$2.84	\$22,906,069	\$0.0001102	\$2,525
	Total Offering Amounts			8,078,887	–	\$22,906,069	–	\$2,525
	Total Fees Previously Paid				–	–	–	–
	Total Fee Offsets				–	–	–	–
	Net Fee Due				–	–	–	\$2,525

- (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 on the basis of \$2.84, the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on March 23, 2023.
- (3) Represents (i) 1,746,780 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, 2023; (ii) 1,747,688 additional shares of Common Stock that were automatically added to the shares authorized for issuance under the 2018 EIP on January 1, 2022; (iii) 1,627,537 additional shares of Common Stock that were automatically added to the shares authorized for issuance under the 2018 EIP on January 1, 2021; (iv) 1,589,136 additional shares of Common Stock that were automatically added to the shares authorized for issuance under the 2018 EIP on January 1, 2020; and (v) 1,367,746 additional shares of Common Stock that were automatically added to the shares authorized for issuance under the 2018 EIP on January 1, 2019, in each case 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.