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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

CODIAK BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-4926530
(I.R.S. Employer
Identification Number)

35 CambridgePark Drive, Suite 500
Cambridge, MA 02140
(617) 949-4100
(Address of Principal Executive Offices)

Codiak BioSciences, Inc. 2020 Stock Option and Incentive Plan
(Full Title of the Plan)

Douglas E. Williams, Ph.D.
President and Chief Executive Officer
35 CambridgePark Drive, Suite 500
Cambridge, MA 02140
(Name and address of agent for service)

(617) 949-4100
(Telephone number, including area code, of agent for service)

Copies to:

Megan N. Gates
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000

Linda C. Bain
Yalonda Howze
35 CambridgePark Drive, Suite 500
Cambridge, MA 02140
(617) 949-4100

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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 registers additional shares of Common Stock under the 2020 Plan, as a result of the operation of an automatic annual increase provision therein, which added an aggregate of 1,119,191 shares of Common Stock on January 1, 2022. The additional shares are of the same class as other securities relating to the 2020 Plan for which the Registrant's registration statements filed on Form S-8 (File Nos. 333-249507 and 333-254405) on [October 16, 2020](#) and [March 17, 2021](#), respectively (together, the "**Registration Statements**"), are effective. The information contained in the Registration Statements are hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2021).
4.2	Amended and Restated By-laws of Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2021).
5.1*	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	2020 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to the Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-248692) filed with the Securities and Exchange Commission on October 7, 2020).
107*	Calculation of Filing 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 10th day of March, 2022.

CODIAK BIOSCIENCES, INC.

By: /s/ Douglas E. Williams
Douglas E. Williams
Chief Executive Officer and President

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Douglas E. Williams and Linda C. Bain as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, 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 person in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Douglas E. Williams</u> Douglas E. Williams, Ph.D.	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	March 10, 2022
<u>/s/ Linda C. Bain</u> Linda C. Bain	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 10, 2022
<u>/s/ Steven Gillis</u> Steven Gillis, Ph.D.	Chairman of the Board	March 10, 2022
<u>/s/ Karen Bernstein</u> Karen Bernstein, Ph.D.	Director	March 10, 2022
<u>/s/ Charles L. Cooney</u> Charles L. Cooney, Ph.D.	Director	March 10, 2022
<u>/s/ Jason Haddock</u> Jason Haddock	Director	March 10, 2022
<u>/s/ Theo Melas-Kyriazi</u> Theo Melas-Kyriazi	Director	March 10, 2022

/s/ Lini Pandite Director
Lini Pandite, MBChB

March 10, 2022

/s/ Anne-Virginie Eggimann Director
Anne-Virginie Eggimann, M.Sc.

March 10, 2022



One Financial Center
Boston, MA 02111
617 542 6000
mintz.com

March 10, 2022

Codiak BioSciences, Inc.
35 CambridgePark Drive, Suite 500
Cambridge, MA 02140

Ladies and Gentlemen:

We have acted as legal counsel to Codiak BioSciences, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (“Securities Act”), of an aggregate of 1,119,191 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), in accordance with the terms of the Codiak BioSciences, Inc. 2020 Stock Option and Incentive Plan (the “Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Fourth Amended and Restated Certificate of Incorporation and Amended and Restated By-laws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.



promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Stock Option and Incentive Plan of Codiak BioSciences, Inc. of our report dated March 10, 2022, with respect to the consolidated financial statements of Codiak BioSciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

March 10, 2022

Calculation of Filing Fee Table

Form S-8 (Form Type)

Codiak BioSciences, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	457(c) and 457(h)	1,119,191(1)(3)	\$4.28(2)	\$4,790,137.48	\$0.0000927	\$444.05
Total Offering Amount					\$4,790,137.48		\$444.05
Total Fee Offsets							
Net Fee Due							\$444.05

- (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, par value \$0.0001 per share (the “**Common Stock**”), of Codiak BioSciences, Inc. (the “**Registrant**”) that became issuable under the Registrant’s 2020 Stock Option and Incentive Plan (the “**2020 Plan**”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) The price of \$4.28 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 7, 2022, 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.
- (3) Represents an automatic increase to the number of shares available for issuance under the 2020 Plan, in accordance with the automatic annual increase provision of the 2020 Plan, effective as of January 1, 2022. Shares available for issuance under the 2020 Plan were previously registered on the Registrant’s registration statements on Form S-8 filed with the Securities and Exchange Commission on October 16, 2020 (File No. 333-249507) and March 17, 2021 (File No. 333-254405).