

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**OncoSec Medical Incorporated**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**98-0573252**  
(I.R.S. Employer  
Identification No.)

**5820 Nancy Ridge Drive  
San Diego, CA 92121**  
(Address of Principal Executive Offices)

**OncoSec Medical Incorporated 2011 Stock Incentive Plan**  
(Full title of the plan)

**Daniel J. O'Connor  
Chief Executive Officer  
OncoSec Medical Incorporated  
5820 Nancy Ridge Drive  
San Diego, CA 92121  
(855) 662-6732**

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

*With a copy to:*  
**Matthew W. Mamak, Esq.  
John B. Shannon, Esq.  
Alston & Bird LLP  
90 Park Avenue  
New York, New York 10016  
(212) 210-9400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

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.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	proposed maximum offering price per share	proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.0001 par value	3,500,000(1)	\$ 2.13(2)	\$ 7,455,000.00(2)	\$ 928.15

(1) Represents additional shares of the common stock, par value \$0.0001 per share (the "Common Stock"), of OncoSec Medical Incorporated (the "Registrant") authorized for issuance under the OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover any additional securities that may be offered or issued in connection with any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis

of the average of the high and low prices of the registrant's common stock reported on the Nasdaq Capital Market on April 5, 2018.

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## EXPLANATORY NOTE

This Registration Statement registers an additional 3,500,000 shares of the Registrant's Common Stock that may be offered and sold under the Plan pursuant to an amendment of the Plan approved by the Board of Directors of the Registrant on September 18, 2017 and approved by the Shareholders of the Registrant on January 12, 2018. This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which one or more other registration statements filed on this form relating to the same employee benefit plan are effective. Pursuant to General Instruction E. to Form S-8, the contents of the Registrant's previously filed registration statements on Form S-8 relating to the Plan (File No. 333-176537, File No. 333-188726, File No. 333-197678, File No. 333-202752, File No. 333-209948 and File No. 333-218674), filed with the Securities and Exchange Commission on August 29, 2011, May 21, 2013, July 28, 2014, March 13, 2015, March 4, 2016 and June 12, 2017, respectively, including any amendments thereto or filings incorporated therein, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Document</u>
4.1	<a href="#"><u>OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended</u></a>
5.1	<a href="#"><u>Opinion of Alston &amp; Bird LLP.</u></a>
23.1	<a href="#"><u>Consent of Alston &amp; Bird LLP (included in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Mayer Hoffman McCann P.C.</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page).</u></a>

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## 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 City of San Diego, State of California, on April 6, 2018.

### OncoSec Medical Incorporated

By: /s/ Daniel J. O'Connor

Daniel J. O'Connor  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, 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/ Daniel J. O'Connor</u> Daniel J. O'Connor	Chief Executive Officer (Principal Executive Officer) and Director	April 6, 2018
<u>/s/ Richard B. Slansky</u> Richard B. Slansky	Chief Financial Officer (Principal Financial and Accounting Officer)	April 6, 2018
<u>/s/ Dr. Avtar Dhillon</u> Dr. Avtar Dhillon	Chairman of the Board of Directors	April 6, 2018
<u>/s/ Dr. James DeMesa</u> Dr. James DeMesa	Director	April 6, 2018
<u>/s/ Punit S. Dhillon</u> Punit S. Dhillon	President and Director	April 6, 2018
<u>/s/ Gregory T. Mayes</u> Gregory T. Mayes	Director	April 6, 2018

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**EXHIBIT INDEX  
TO  
REGISTRATION STATEMENT ON FORM S-8**

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# ALSTON & BIRD

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Matthew W. Mamak

Direct Dial: 212-210-1256

Email: [matthew.mamak@alston.com](mailto:matthew.mamak@alston.com)

April 6, 2018

OncoSec Medical Incorporated  
5820 Nancy Ridge Drive  
San Diego, CA 92121

Re: Registration Statement on Form S-8 –  
OncoSec Medical Incorporated 2011 Stock Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to OncoSec Medical Incorporated, a Nevada corporation (the “Corporation”), in connection with the above-referenced Registration Statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof by the Corporation with the Securities and Exchange Commission (the “Commission”) to register under the Securities Act of 1933, as amended (the “Securities Act”), 3,500,000 shares of the Corporation’s common stock, \$0.0001 par value per share (“Common Stock”), which may be issued pursuant to the OncoSec Medical Incorporated 2011 Stock Incentive Plan (the “Plan”). We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission’s Regulation S-K.

In connection with our opinion below, we have examined the Articles of Incorporation of the Corporation, the Bylaws of the Corporation, records of proceedings of the Board of Directors of the Corporation deemed by us to be relevant to this opinion letter, the Plan and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such other records, agreements, documents and instruments, including certificates or comparable documents of officers of the Corporation and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Alston & Bird LLP

Atlanta | Beijing | Brussels | Charlotte | Dallas | Los Angeles | New York | Research Triangle | San Francisco | Silicon Valley | Washington, D.C.

[www.alston.com](http://www.alston.com)

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April 6, 2018

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Our opinion set forth below is limited to the Nevada Corporations Code.

This opinion letter is provided for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of those matters set forth in the sixth paragraph hereof, and no opinion may be implied or inferred beyond the opinion expressly stated. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

Based on the foregoing, it is our opinion that the 3,500,000 shares of the Corporation's Common Stock registered for issuance pursuant to the Plan are duly authorized for issuance, and, when issued by the Corporation in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement. In giving such consent, we do not thereby 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 thereunder.

ALSTON & BIRD LLP

By: \_\_\_\_\_  
Matthew W. Mamak  
Partner

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 25, 2017, relating to the consolidated financial statements of **OncoSec Medical Incorporated** (the “Company”) as of July 31, 2017 and 2016 and for each of the years in the two-year period ended July 31, 2017 (which report includes an explanatory paragraph relating to the uncertainty of the Company’s ability to continue as a going concern).

*/s/ Mayer Hoffman McCann P.C.*

San Diego, California  
April 6, 2018

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