

**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.)

**24 North Main Street  
Pennington, NJ 08534-2218**  
(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**  
**24 North Main Street**  
**Pennington, NJ 08534-2218**  
**(855) 662-6732**

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

*With a copy to:*  
**Matthew W. Mamak, 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 [X]

Accelerated filer [ ]  
Smaller reporting company [X]  
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	1,250,000(1)	\$ 3.85(2)	\$ 4,812,500(2)	\$ 525.04

(1) Represents shares of common stock, par value \$0.0001 per share (the "Common Stock"), of OncoSec Medical Incorporated authorized for issuance pursuant to the grant or exercise of awards under the Company's 2011 Stock Incentive 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 Company's common stock reported on the Nasdaq Capital Market on June 7, 2021.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

(a) The documents containing the information specified in Part I of this Registration Statement will be sent or given to recipients of the awards as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). These documents and the documents incorporated by reference in this registration statement

pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, OncoSec Medical Incorporated (the “Company”) will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to participants pursuant to Rule 428(b). Requests for the above-mentioned information should be directed to Robert J. DelAversano, Principal Accounting Officer and Controller, at 24 North Main Street, Pennington, NJ 08534-2218.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are hereby incorporated by reference into this Registration Statement:

(1) The Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2020, filed on October 28, 2020;

(2) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since July 31, 2020; and

(3) All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference 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 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

None.

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#### Item 6. Indemnification of Directors and Officers.

The Nevada Revised Statutes provide the Company with the power to indemnify any of its directors and officers. To be eligible for such indemnification, the director or officer must have conducted himself/herself in good faith and reasonably believe that his/her conduct was in, or not opposed to, the Company’s best interests. In a criminal action, the director or officer must not have had reasonable cause to believe his/her conduct was unlawful.

Under applicable sections of the Nevada Revised Statutes, advances for expenses may be made by agreement if the director or officer affirms in writing that he/she believes that he/she has met the standards and will personally repay the expenses if it is determined the director or officer did not meet the standards.

The Company’s Bylaws include an indemnification provision under which the Company must indemnify any of its directors or officers, or any of its former directors or officers, to the full extent permitted by law.

At present, there is no pending litigation or proceeding involving any of the Company’s directors or officers for which indemnification by the Company is sought, nor is the Company aware of any threatened litigation that is likely to result in claims for indemnification. The Company also maintains insurance policies that indemnify its directors and officers against various liabilities, including liabilities arising under the Securities Act, which may be incurred by any director or officer in his or her capacity as such.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for directors, officers or persons controlling the Company pursuant to the foregoing provisions, or otherwise, the Company has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

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#### Item 8. Exhibits.

Except as indicated below as being incorporated by reference to another filing with the Commission by the Company, the following exhibits to this registration statement are being filed herewith:

<u>Exhibit Number</u>	<u>Document</u>
4.1	<a href="#">OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed on January 12, 2018)</a>
4.2	<a href="#">Amendment to the OncoSec Medical Incorporated 2011 Stock Incentive Plan (incorporated by reference to Exhibit A to the Company’s Proxy Statement on Schedule 14A, filed on March 18, 2021)</a>
5.1	<a href="#">Opinion of Alston &amp; Bird LLP.</a>
23.1	<a href="#">Consent of Alston &amp; Bird LLP (included in Exhibit 5.1).</a>

23.2 [Consent of Mayer Hoffman McCann P.C.](#)

24.1 [Power of Attorney \(included on signature page\).](#)

**Item 9. Undertakings.**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-3, Form S-8, or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(signatures on following page)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Pennington, State of New Jersey, on June 11, 2021.

**OncoSec Medical Incorporated**

By: /s/ Daniel J. O'Connor  
Daniel J. O'Connor  
President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Daniel J. O'Connor and Robert J. DelAversano, and each of them, his or her true and lawful attorney-in-fact and agent, 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 or 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, 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 their substitutes, may lawfully do or cause to be done by virtue hereof.

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	President and Chief Executive Officer (Principal Executive Officer) and Director	June 11, 2021
<u>/s/ Robert J. DelAversano</u> Robert J. DelAversano	Principal Accounting Officer and Controller (Principal Financial Officer)	June 11, 2021
<u>/s/ Margaret Dalesandro, Ph.D.</u>	Chair of the Board of Directors	June 11, 2021

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Margaret Dalesandro, Ph.D.		
<hr/> <i>/s/ Dr. James M. DeMesa, M.D.</i> <hr/> Dr. James M. DeMesa, M.D.	Director	June 11, 2021
<hr/> <i>/s/ Joon Kim</i> <hr/> Joon Kim	Director	June 11, 2021
<hr/> <i>/s/ Dr. Herbert Kim Lyerly, M.D.</i> <hr/> Dr. Herbert Kim Lyerly, M.D.	Director	June 11, 2021
<hr/> <i>/s/ Kevin R. Smith</i> <hr/> Kevin R. Smith	Director	June 11, 2021
<hr/> <i>/s/ Robert E. Ward</i> <hr/> Robert E. Ward	Director	June 11, 2021
<hr/> <i>/s/ Yuhang Zhao, Ph.D.</i> <hr/> Yuhang Zhao, Ph.D.	Director	June 11, 2021
<hr/> <i>/s/ Chao Zhou</i> <hr/> Chao Zhou	Director	June 11, 2021

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# ALSTON & BIRD

90 Park Avenue  
New York, NY 10016  
212-210-9400 | Fax: 212-210-9444

Matthew W. Mamak

Direct Dial: 212-210-1256

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

June 11, 2021

OncoSec Medical Incorporated  
24 North Main Street  
Pennington, NJ 08534-2218

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”), 1,250,000 shares of the Corporation’s common stock, \$0.0001 par value per share (the “Shares”), which may be issued pursuant to the grant or exercise of awards granted under the Corporation’s 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, as amended, the Amended and Restated 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.

Alston & Bird LLP

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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.

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 Shares 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: /s/ Matthew W. Mamak  
Matthew W. Mamak  
A Partner

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 28, 2020, with respect to the consolidated financial statements of **OncoSec Medical Incorporated** as of July 31, 2020 and 2019 and for each of the two years in the period ended July 31, 2020 (which report includes an explanatory paragraph relating to the existence of substantial doubt about the Company's ability to continue as a going concern), included in the Annual Report on Form 10-K for the year ended July 31, 2020.

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

San Diego, California  
June 11, 2021

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