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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TSCAN THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-5282075
(I.R.S. Employer
Identification No.)

**830 Winter Street
Waltham, Massachusetts**
(Address of Principal Executive Offices)

02451
(Zip Code)

**TSCAN THERAPEUTICS, INC. 2021 EQUITY INCENTIVE PLAN
TSCAN THERAPEUTICS, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

**Gavin MacBeath
Chief Executive Officer
TScan Therapeutics, Inc.
830 Winter Street
Waltham, Massachusetts 02451**
(Name and address of agent for service)

(857) 399-9500
(Telephone number, including area code, of agent for service)

Copies to:

**Mitchell S. Bloom, Esq.
William D. Collins, Esq.
Finnbarr Murphy, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers (i) 1,913,181 additional shares of the Registrant's common stock, \$0.0001 par value per share ("Common Stock"), under the TScan Therapeutics, Inc. 2021 Equity Incentive Plan (the "2021 Plan") and (ii) 478,295 additional shares of Common Stock under the TScan Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP"). The number of shares of Common Stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on each January 1, beginning in 2022, by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Board of Directors of the Company. Accordingly, on January 1, 2024, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 1,913,181. The additional shares are of the same class as other securities relating to the 2021 Plan for which the Registrant's registration statements filed on Form S-8 with the Securities and Exchange Commission on [July 16, 2021](#) (Registration No. 333-257941), [March 9, 2022](#) (Registration No. 333-263380), [March 8, 2023](#) (Registration No. 333-270343) and on [June 16, 2023](#) (Registration No. 333-272733), are effective. The number of shares of Common Stock reserved and available for issuance under the 2021 ESPP is subject to an automatic annual increase on each January 1, beginning in 2022, by an amount equal to the least of (i) one percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or (ii) such number of shares of Common Stock as determined by the Board of Directors of the Company. Accordingly, on January 1, 2024, the number of shares of Common Stock reserved and available for issuance under the 2021 ESPP increased by 478,295. The additional shares are of the same class as other securities relating to the 2021 ESPP for which the Registrant's registration statements filed on Form S-8 with the Securities and Exchange Commission on [July 16, 2021](#) (Registration No. 333-257941), [March 9, 2022](#) (Registration No. 333-263380), [March 8, 2023](#) (Registration No. 333-270343), are effective. The information contained in the Registrant's registration statements on Form S-8 (Registration No. 333-257941, No. 333-263380, No. 333-270343 and No. 333-272733) is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40603) filed with the Securities and Exchange Commission on July 20, 2021).</u>
4.2	<u>Amended and Restated By-laws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40603) filed with the Securities and Exchange Commission on July 20, 2021).</u>
4.4	<u>Fourth Amended and Restated Investors' Rights Agreement by and among the Registrant and the other parties thereto, dated January 15, 2021 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-255491) filed with the Securities and Exchange Commission on April 23, 2021).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2021 Equity Incentive Plan and forms of agreements thereunder (Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1/A (File No. 333-255491) filed with the Securities and Exchange Commission on May 5, 2021).</u>
99.2	<u>Amendment No. 1 to the TScan Therapeutics, Inc. 2021 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-40603) filed with the Securities and Exchange Commission on June 16, 2023).</u>
99.3	<u>2021 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-255491) filed with the Securities and Exchange Commission on April 23, 2021).</u>
107.1*	<u>Filing Fee Table.</u>

* 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 Waltham, Commonwealth of Massachusetts, on March 6, 2024.

TScan Therapeutics, Inc.

By: /s/ Gavin MacBeath

Gavin MacBeath, Ph.D.
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gavin MacBeath and Jason A. Amello, and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for such person in such person's, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of TScan Therapeutics, Inc., and any or all amendments (including post-effective amendments), 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 or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, 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 on Form S-8 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/ Gavin MacBeath</u> Gavin MacBeath	Chief Executive Officer and Director (Principal Executive Officer)	March 6, 2024
<u>/s/ Jason A. Amello</u> Jason A. Amello	Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)	March 6, 2024
<u>/s/ Stephen Biggar</u> Stephen Biggar, M.D., Ph.D.	Director	March 6, 2024
<u>/s/Barbara Klencke, M.D.</u> Barbara Klencke, M.D.	Director	March 6, 2024
<u>/s/ Timothy Barberich</u> Timothy Barberich	Director	March 6, 2024
<u>/s/ Gabriela Gruia</u> Gabriela Gruia, M.D.	Director	March 6, 2024
<u>/s/ Katina Dorton</u> Katina Dorton, J.D., M.B.A.	Director	March 6, 2024
<u>/s/ R. Keith Woods</u> R. Keith Woods	Director	March 6, 2024



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

March 6, 2024

TScan Therapeutics, Inc.
830 Winter Street
Waltham, Massachusetts 02451

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of (i) 1,913,181 additional shares (the "Plan Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of TScan Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Equity Incentive Plan (as amended by that Amendment No. 1 to the TScan Therapeutics, Inc. 2021 Equity Incentive Plan made effective as of June 13, 2023, the "2021 Plan") and (ii) 478,295 additional shares (collectively with the Plan Shares, the "Shares") of the Common Stock that may be issued pursuant to the Company's 2021 Employee Stock Purchase Plan (collectively with the 2021 Plan, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP
GOODWIN PROCTER LLP

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 March 6, 2024, relating to the financial statements of TScan Therapeutics, Inc. appearing in the Annual Report on Form 10-K of TScan Therapeutics, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

March 6, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)TScan 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other(2)	1,913,181 shares(3)	\$6.74(2)	\$12,894,839.94(2)	\$0.0001476	\$1,903.28
Equity	Common Stock, \$0.0001 par value per share	Other(4)	478,295 shares(5)	\$5.73(4)	\$ 2,740,630.35(4)	\$0.0001476	\$ 404.52
Total Offering Amounts					\$ 15,635,470.29		\$2,307.80
Total Fee Offsets							\$ 0
Net Fee Due							\$2,307.80

- (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, \$0.0001 par value per share (the "Common Stock"), which become issuable under the TScan Therapeutics, Inc. 2021 Equity Incentive Plan (as amended, the "2021 Plan") and the TScan Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the "2021 ESPP") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) The price of \$6.74 per share, which is the average of the high and low sale prices of the Registrant's Common Stock on the Nasdaq Global Market on February 29, 2024, is set forth solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act.
- (3) Represents an automatic increase of 1,913,181 shares of Common Stock to the number of shares available for issuance under the 2021 Plan, effective January 1, 2024. Shares available for issuance under the 2021 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on July 16, 2021 (Registration No. 333-257941), March 9, 2022 (Registration No. 333-263380), March 8, 2023 (Registration No. 333-270343) and June 16, 2023 (Registration No. 333-272733).
- (4) The price of \$5.73 per share, which is 85% of the average of the high and low sale prices of the Registrant's Common Stock the Nasdaq Global Market on February 29, 2024, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act. Pursuant to the 2021 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the purchase date, whichever is less.
- (5) Represents an automatic increase 478,295 shares of Common Stock to the number of shares available under the 2021 ESPP, effective January 1, 2024. Shares available for issuance under the 2021 ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on July 16, 2021 (Registration No. 333-257941), March 9, 2022 (Registration No. 333-263380) and March 8, 2023 (Registration No. 333-270343).