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

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

KIROMIC BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-4762913

(I.R.S. Employer Identification No.)

7707 Fannin, Suite 140, Houston, TX

(Address of Principal Executive Offices)

77054

(Zip Code)

Kiromic BioPharma, Inc. 2021 Omnibus Equity Incentive Plan

(Full title of the plan)

**Pietro Bersani, CPA
Chief Executive Officer**

**7707 Fannin, Suite 140
Houston, TX, 77054**

(Name and address of agent for service)

(832) 968-4888

(Telephone number, including area code, of agent for service)

Copy to:

**Andrew Strong, Esq.
Hogan Lovells US LLP
609 Main Street, Suite 4200
Houston, TX 77002
Tel.: (713) 632-1400**

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 Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="radio"/>	Smaller reporting company	<input type="radio"/>
		Emerging growth company	<input checked="" type="radio"/>

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 of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

Kiromic BioPharma, Inc. 2021 Omnibus Equity Incentive Plan

This Registration Statement on Form S-8 (“Registration Statement”) is being filed for the purpose of registering additional shares of common stock of Kiromic BioPharma, Inc. (the “Registrant”), par value \$0.001 per share (“Common Stock”), in connection with the Registrant’s 2021 Omnibus Equity Incentive Plan (the “2021 Plan”), for which a Registration Statement on Form S-8 is effective. This Registration Statement on Form S-8 registers an additional 1,000,000 shares of Common Stock issuable pursuant to the 2021 Plan. The contents of the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) for the 2021 Plan on [July 15, 2021](#) (File No. 333-257919), to the extent not otherwise amended or superseded by the contents hereof, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Registrant filed with the Commission are incorporated by reference in this Registration Statement as of their respective dates:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on April 8, 2022;
- (b) the Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2022, filed with the Commission on May 13, 2022;
- (c) the Registrant’s Current Reports on Form 8-K filed with the Commission on [February 2, 2022](#), [February 16, 2022](#), [March 24, 2022](#), [May 3, 2022](#), [May 11, 2022](#), and [June 28, 2022](#); and
- (d) the description of the Registrant’s Common Stock contained in the registration statement on [Form 8-A](#) filed with the SEC on October 14, 2020, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents, except for the documents, or portions thereof, that are “furnished” rather than filed with the Commission.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or 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.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fourth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed on October 21, 2020)
4.2	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.5 of the Registrant’s Amendment No. 1 to Form S-1 filed on June 26, 2020)

<u>5.1*</u>	<u>Opinion of Hogan Lovells US LLP</u>
<u>23.1*</u>	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm</u>
<u>23.2*</u>	<u>Consent of Hogan Lovells US LLP (included in Exhibit 5.1)</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page)</u>
<u>99.1</u>	<u>2021 Omnibus Equity Incentive Plan (incorporated by reference to Appendix A to Schedule 14A filed on April 30, 2021)</u>
<u>107*</u>	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Houston, State of Texas, on July 25, 2022.

KIROMIC BIOPHARMA, INC.

By: /s/ Pietro Bersani

Name: Pietro Bersani

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Pietro Bersani and Daniel Clark, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto 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 connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Pietro Bersani</u> Pietro Bersani	Chief Executive Officer (principal executive officer) and Director	July 25, 2022
<u>/s/ Daniel Clark</u> Daniel Clark	Chief Financial Officer (principal financial and accounting officer)	July 25, 2022
<u>/s/ Americo Cicchetti</u> Americo Cicchetti	Director	July 25, 2022
<u>/s/ Michael Nagel</u> Michael Nagel	Director	July 25, 2022
<u>/s/ Karen Reeves</u> Karen Reeves	Director	July 25, 2022
<u>/s/ Frank Tirelli</u> Frank Tirelli	Director	July 25, 2022



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July 25, 2022

Board of Directors
Kiromic BioPharma, Inc.
7707 Fannin, Suite 140
Houston, TX 77054

Ladies and Gentlemen:

We are acting as counsel to Kiromic BioPharma, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 1,000,000 shares of common stock, par value \$0.001 per share (“**Common Stock**”) of the Company (the “**Shares**”), consisting of an additional 1,000,000 shares of Common Stock issuable pursuant to the Kiromic BioPharma, Inc. 2021 Omnibus Equity Incentive Plan (the “**2021 Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the 2021 Plan, and (iii) receipt by the Company of the consideration for the Shares specified in (x) the resolutions of the Board of Directors, or a duly authorized committee thereof, (y) under the 2021 Plan, and (z) the applicable award agreements, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Brussels Caracas Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Ulaanbaatar Warsaw Washington DC Associated offices: Budapest Jakarta Shanghai FTZ Zagreb. Business Service Centers: Johannesburg Louisville. Legal Service Center: Birmingham. For more information see www.hoganlovells.com

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US 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 April 8, 2022 relating to the financial statements of Kiromic BioPharma, Inc. appearing in the Annual Report on Form 10-K of Kiromic BioPharma, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Houston, Texas

July 25, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

KIROMIC BIOPHARMA, 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
Fees to Be Paid	Equity	Common stock, par value \$0.001 per share	457(c) and (h)	1,000,000(2)	\$.038(3)	\$380,000(3)	0.0000927	\$35.23
Total Fees Previously Paid								—
Total Fee Offsets								—
Net Fee Due								\$35.23

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also be deemed to cover such additional securities which become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transactions.
- (2) Consists of 1,000,000 shares of common stock of Kiromic BioPharma, Inc., par value \$0.001 per share (“Common Stock”), available for issuance under the Kiromic BioPharma, Inc. 2021 Omnibus Equity Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee under Rule 457(c) and (h) of the Securities Act on the basis of the average of the high and low sales price per share of Common Stock on July 22, 2022, as reported on the Nasdaq Capital Market.
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