

ONCOSEC MEDICAL Inc  
Form S-8  
March 04, 2016

As filed with the Securities and Exchange Commission on March 4, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

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**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, including zip code)

**OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended and restated**

(Full title of the plan)

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**Punit Dhillon**  
**President and Chief Executive Officer**  
**OncoSec Medical Incorporated**  
**5820 Nancy Ridge Drive**

**San Diego, CA 92121**

**(855) 662-6732**

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

**Copy to:**

**Steven G. Rowles, Esq.**  
**Morrison & Foerster LLP**  
**12531 High Bluff Drive**

**San Diego, California 92130**

**(858) 720-5100**

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.0001 per share	500,000	\$ 1.88	\$ 940,000	\$ 94.66

(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 and restated (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 March 3, 2016.

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**EXPLANATORY NOTE**

This Registration Statement registers an additional 500,000 shares of the Registrant's Common Stock that may be offered and sold under the Plan, pursuant to the January 4, 2016 automatic increase in authorized shares provided in Section 3(a) of the Plan. 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, and File No. 333-202752), filed with the Securities and Exchange Commission on August 29, 2011, May 21, 2013, July 28, 2014, and March 13, 2015, 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.**

<b>Exhibit Number</b>	<b>Document</b>
4.1	OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended and restated
5.1	Opinion of McDonald Carano Wilson LLP
23.1	Consent of McDonald Carano Wilson LLP (contained in Exhibit 5.1)
23.2	Consent of Mayer Hoffman McCann P.C.

**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 March 4, 2016.

**ONCOSEC MEDICAL INCORPORATED**

By: */s/ Punit Dhillon*  
Punit Dhillon  
President and 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.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
<i>/s/ Punit Dhillon</i> Punit Dhillon	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 4, 2016
<i>/s/ Richard Slansky</i> Richard Slansky	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 4, 2016
<i>/s/ James DeMesa</i> James DeMesa	Director	March 4, 2016
<i>/s/ Avtar Dhillon</i> Avtar Dhillon	Director	March 4, 2016
<i>/s/ Anthony Maida</i> Anthony Maida, III	Director	March 4, 2016

**EXHIBIT INDEX**

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