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

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

CULLINAN ONCOLOGY, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

81-3879991
(I.R.S. Employer
Identification No.)

**One Main Street
Suite 1350
Cambridge, MA**
(Address of Principal Executive Offices)

02142
(Zip Code)

**Cullinan Oncology, Inc. (formerly Cullinan Management, Inc.) 2021 Stock Option and Incentive Plan
Cullinan Oncology, Inc. (formerly Cullinan Management, Inc.) 2021 Employee Stock Purchase Plan**
(Full Title of the Plan)

**Nadim Ahmed
President and Chief Executive Officer
Cullinan Oncology, Inc.
One Main Street
Suite 1350
Cambridge, MA 02142**
(Name and Address of Agent For Service)

(617) 410-4650
(Telephone Number, Including Area Code, of Agent For Service)

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.

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the 2021 Stock Option and Incentive Plan (the “2021 Stock Plan”) of Cullinan Oncology, Inc. (formerly Cullinan Management, Inc.) (the “Registrant”) and the 2021 Employee Stock Purchase Plan of the Registrant (the “ESPP”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-251943, filed with the Securities and Exchange Commission (the “SEC”) on [January 7, 2021](#) by the Registrant, relating to the 2021 Stock Plan and the ESPP and (ii) the Registration Statement on Form S-8, File No. 333-263428, filed with the SEC on [March 10, 2022](#) by the Registrant, relating to the 2021 Stock Plan and the ESPP, except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

Item 8. Exhibits.

The following exhibits are incorporated herein by reference:

<u>Number</u>	<u>Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant, as amended by the Certificate of Amendment, effective as of February 25, 2021 (incorporated by reference to Exhibit 3.1 of the Registrant’s Annual Report on Form 10-K (File No. 001-39856) filed with the SEC on March 30, 2021).
4.2	Second Amended and Restated Bylaws of the Registrant, effective as of February 25, 2021 (incorporated by reference to Exhibit 3.2 of the Registrant’s Annual Report on Form 10-K (File No. 001-39856) filed with the SEC on March 30, 2021).
5.1*	Opinion of Ropes & Gray LLP, counsel to the Registrant.
23.1*	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
23.2*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on the signature pages of this registration statement).
99.1	2021 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.1 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-251512) filed with the SEC on January 4, 2021).
99.2	2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-251512) filed with the SEC on January 4, 2021).
107*	Filing Fee Table.

* Filed herewith.

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 Cambridge, Commonwealth of Massachusetts, on this 9th day of March, 2023.

CULLINAN ONCOLOGY, INC.

By: /s/ Nadim Ahmed

Name: Nadim Ahmed

Title: President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Cullinan Oncology, Inc., hereby severally constitute and appoint Nadim Ahmed and Jeffrey Trigilio, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Cullinan Oncology, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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/ Nadim Ahmed</u> Nadim Ahmed	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	March 9, 2023
<u>/s/ Jeffrey Trigilio</u> Jeffrey Trigilio	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	March 9, 2023
<u>/s/ Thomas Ebeling</u> Thomas Ebeling	Director	March 9, 2023
<u>/s/ Anne-Marie Martin</u> Anne-Marie Martin	Director	March 9, 2023
<u>/s/ Anthony Rosenberg</u> Anthony Rosenberg	Director	March 9, 2023
<u>/s/ David P. Ryan</u> David P. Ryan, M.D.	Director	March 9, 2023
<u>/s/ Stephen Webster</u> Stephen Webster	Director	March 9, 2023



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

March 9, 2023

Cullinan Oncology, Inc.
One Main Street, Suite 1350
Cambridge, MA 02142

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Cullinan Oncology, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 2,747,786 additional shares of Common Stock, \$0.0001 par value per share, of the Company (the "Shares"). Of this amount, 457,964 of the Shares are issuable under the Company's 2021 Employee Stock Purchase Plan (the "ESPP"), and 2,289,822 of the Shares are issuable under the Company's 2021 Stock Option and Incentive Plan (together with the ESPP, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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/ Ropes & Gray LLP

Ropes & Gray LLP



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 9, 2023, with respect to the consolidated financial statements of Cullinan Oncology, Inc., incorporated herein by reference.

/s/ KPMG LLP
Boston, Massachusetts
March 9, 2023

Calculation of Filing Fee Tables

Form S-8 (Form Type)

Cullinan Oncology, 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 Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rules 457(c) and 457(h)	457,964 ⁽²⁾	\$9.48 ⁽³⁾	\$4,341,498.72	0.00011020	\$478.43
Equity	Common stock, \$0.0001 par value per share	Rules 457(c) and 457(h)	2,289,822 ⁽⁴⁾	\$11.15 ⁽⁵⁾	\$25,531,515.30	0.00011020	\$2,813.57
Total Offering Amounts							\$3,292.00
Total Fee Offsets ⁽⁶⁾							—
Net Fee Due							\$3,292.00

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (“Registration Statement”) shall also cover any additional shares of the common stock of Cullinan Oncology, Inc. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents additional shares of the Registrant’s common stock automatically reserved and available for issuance under the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) resulting from the annual “evergreen” increase in the number of authorized shares reserved and available for issuance under the 2021 ESPP on January 1, 2023. The annual increase was equal to one percent (1%) of the number of shares of common stock issued and outstanding on December 31, 2022.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is equal to 85% of \$11.15, which was computed by averaging the \$11.32 (high) and \$10.98 (low) prices of a share of the Registrant’s common stock as reported on The Nasdaq Global Select Market on March 7, 2023. Under the 2021 ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant’s common stock on the offering date or the exercise date, whichever is less.
- (4) Represents additional shares of the Registrant’s common stock automatically reserved and available for issuance under the Registrant’s 2021 Stock Option and Incentive Plan (the “2021 Plan”) resulting from the annual “evergreen” increase in the number of authorized shares reserved and available for issuance under the 2021 Plan on January 1, 2023. The annual increase was equal to five (5%) percent of the number of shares of stock issued and outstanding on December 31, 2022.
- (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$11.15 was computed by averaging the \$11.32 (high) and \$10.98 (low) prices of a share of the Registrant’s common stock as reported on The Nasdaq Global Select Market on March 7, 2023.
- (6) The Registrant does not have any fee off-sets.