

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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

IKENA ONCOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-1697316
(I.R.S. Employer
Identification Number)

645 Summer Street, Suite 101
Boston, MA 02210
(Address of Principal Executive Offices)

02210
(Zip Code)

Ikena Oncology, Inc. 2021 Stock Option and Incentive Plan
(Full Title of the Plan)

Mark Manfredi, Ph.D.
President and Chief Executive Officer
Ikena Oncology, Inc.
645 Summer Street, Suite 101
Boston, MA 02210
(857) 273-8343

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

Copies to:

Richard Hoffman, Esq.
Stephanie Richards, 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 is being filed for the purpose of registering an additional 1,930,324 shares of common stock, par value \$0.001 per share (“Common Stock”), of Ikena Oncology, Inc. (the “Registrant”) to be issued under the Registrant’s 2021 Stock Option and Incentive Plan (the “2021 Plan”). 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 four percent (4%) 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 compensation committee of 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 Plan increased by 1,930,324.

These additional shares are of the same class as other securities relating to the 2021 Plan for which the Registrant’s Registration Statements on Form S-8 (File No. 333-254858, File No. 333-263640 and File No. 333-270518) filed with the Securities and Exchange Commission (“SEC”) on March 30, 2021, March 17, 2022 and March 14, 2023, respectively, are effective.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (File No. [333-254858](#), File No. [333-263640](#) and File No. [333-270518](#)) filed with the SEC on March 30, 2021, March 17, 2022 and March 14, 2023, respectively, are incorporated by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements is presented herein.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Fifth Amended and Restated Certificate of Incorporation of Ikena Oncology, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40287) filed with the SEC on March 30, 2021).</u>
3.2	<u>Amended and Restated Bylaws of Ikena Oncology, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40287) filed with the SEC on March 30, 2021).</u>
3.3	<u>Certificate of Designations of Series A Non-Voting Convertible Preferred Stock (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40287) filed with the SEC on August 7, 2023).</u>
4.1	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-253919) filed with the SEC on March 22, 2021).</u>
4.2	<u>Fourth Amended and Restated Investors' Rights Agreement, dated as of December 18, 2020 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-253919) filed with the SEC on March 22, 2021).</u>
4.3	<u>Description of the Registrant's securities registered pursuant to Section 12 of the Securities and Exchange Act of 1934, as amended (incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K (File No. 001-40287) filed on March 17, 2022).</u>
5.1*	<u>Opinion of Goodwin Procter LLP</u>
23.1*	<u>Consent of Ernst & Young, 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 Stock Option and Incentive Plan, and form of award agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-253919) filed with the SEC on March 22, 2021).</u>
107*	<u>Filing Fee Table.</u>

* 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 Boston, Commonwealth of Massachusetts, on the 12th day of March, 2024.

IKENA ONCOLOGY, INC.

By: /s/ Mark Manfredi

Mark Manfredi, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints Mark Manfredi, Ph.D. as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange 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 and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute 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, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Name	Title	Date
<hr/> <i>/s/ Mark Manfredi</i> Mark Manfredi, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 12, 2024
<hr/> <i>/s/ Jotin Marango</i> Jotin Marango, M.D., Ph.D.	Chief Financial Officer and Head of Corporate Development (Principal Financial Officer and Principal Accounting Officer)	March 12, 2024
<hr/> <i>/s/ Owen Hughes</i> Owen Hughes	Director	March 12, 2024
<hr/> <i>/s/ David Bonita</i> David Bonita, M.D.	Director	March 12, 2024
<hr/> <i>/s/ Iain D. Dukes</i> Iain D. Dukes, D.Phil.	Director	March 12, 2024
<hr/> <i>/s/ Jean-François Formela</i> Jean-François Formela, M.D.	Director	March 12, 2024
<hr/> <i>/s/ Maria Koehler</i> Maria Koehler, M.D., Ph.D.	Director	March 12, 2024
<hr/> <i>/s/ Otello Stampacchia</i> Otello Stampacchia, Ph.D.	Director	March 12, 2024
<hr/> <i>/s/ Richard Wooster</i> Richard Wooster, Ph.D.	Director	March 12, 2024



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

March 12, 2024

Ikena Oncology, Inc.
645 Summer Street, Suite 101
Boston, MA 02210

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 1,930,324 shares (the "Shares") of common stock, \$0.001 par value per share ("Common Stock"), of Ikena Oncology, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Stock Option and Incentive Plan (the "2021 Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions 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 2021 Plan, 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 the Registration Statement (Form S-8) pertaining to the Ikena Oncology, Inc. 2021 Stock Option and Incentive Plan of our report dated March 12, 2024, with respect to the consolidated financial statements of Ikena Oncology, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 12, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Ikena 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, \$0.001 par value per share	Other (2)	1,930,324 (3)	\$1.60	\$3,088,518.40	\$0.00014760	\$455.87
Total Offering Amounts					\$3,088,518.40		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$455.87

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s common stock, \$0.001 par value per share (“Common Stock”).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$1.60, the average of the high and low price of the Registrant’s Common Stock as reported on the Nasdaq Global Market on March 8, 2024.
- (3) Consists of 1,930,324 additional shares issuable under the Registrant’s 2021 Stock Option and Incentive Plan (the “2021 Plan”), which represents the automatic annual increase to the number of shares available for issuance under the 2021 Plan, effective as of January 1, 2024. Shares available for issuance under the 2021 Plan were previously registered on registration statements on Form S-8 (File No. 333-254858, File No. 333-263640 and File No. 333-270518) filed with the Securities and Exchange Commission on March 30, 2021, March 17, 2022 and March 14, 2023, respectively.