

ONCOSEC MEDICAL Inc  
Form S-8  
May 21, 2013

As filed with the Securities and Exchange Commission on May 21, 2013

Registration No. 333-

**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.)

**4690 Executive Drive, Suite 250**

**San Diego, CA 92121**

(Address of principal executive offices, including zip code)

**2011 Stock Incentive Plan, as amended**

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(Full title of the plan)

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**Punit Dhillon**  
**President and Chief Executive Officer**  
**OncoSec Medical Incorporated**  
**4690 Executive Drive, Suite 250**

**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

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

Accelerated filer

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  | 3,800,000(3) \$                    | 0.27 \$  | 1,026,000 \$   | 139.95                            |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement on Form S-8 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.

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- (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 last sale prices of the registrant's common stock reported on the Over-the-Counter Bulletin Board on May 14, 2013.
- (3) Represents additional shares to be registered under the OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended (the Plan). Shares available for issuance under the Plan were initially registered on a registration statement on Form S-8 (File No. 333-176537) filed with the Securities and Exchange Commission on August 29, 2011.
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**EXPLANATORY NOTE**

This registration statement on Form S-8 (this Registration Statement ) registers an additional 3,800,000 shares of common stock, par value \$0.0001 per share, of OncoSec Medical Incorporated (the Registrant ), that may be offered and sold under the OncoSec Medical Incorporated 2011 Stock Incentive Plan (as amended, the Plan ), pursuant to Amendment No. 1 to the Plan approved by the Board of Directors and the stockholders of the Registrant on February 8, 2013 and April 15, 2013, respectively. This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which another registration statement filed on this form relating to the same employee benefit plan is effective. Pursuant to General Instruction E. to Form S-8, the contents of the Registrant s previously filed registration statement on Form S-8 relating to the Plan (File No. 333-176537), filed with the Securities and Exchange Commission (the Commission ) on August 29, 2011, 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                   | Amendment No. 1 to the OncoSec Medical Incorporated 2011 Stock Incentive Plan |
| 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.  |
| 24.1                  | Power of Attorney (contained on the signature page)                           |

**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 May 21, 2013.

**ONCOSEC MEDICAL INCORPORATED**

By: /s/ Punit Dhillon  
Punit Dhillon  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Punit Dhillon and Veronica Vallejo, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all 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 and necessary to be done in 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 such attorneys-in-fact and agents or any of them, or his or her or their substitute or substitutes, 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 persons in the capacities and on the dates indicated.

| SIGNATURE                                | TITLE   | DATE         |
|--|---|--------------|
| /s/ Punit Dhillon<br>Punit Dhillon       | President, Chief Executive Officer and Director<br><i>(Principal Executive Officer)</i> | May 21, 2013 |
| /s/ Veronica Vallejo<br>Veronica Vallejo | Chief Financial Officer<br><i>(Principal Financial and Accounting Officer)</i>          | May 21, 2013 |
| /s/ James DeMesa<br>James DeMesa         | Director  | May 21, 2013 |
| /s/ Avtar Dhillon<br>Avtar Dhillon       | Director  | May 21, 2013 |
| /s/ Anthony Maida<br>Anthony Maida, III  | Director  | May 21, 2013 |



**EXHIBIT INDEX**

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