

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

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**HOOKIPA PHARMA INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**81-5395687**  
(I.R.S. Employer Identification No.)

**350 Fifth Avenue, 72nd Floor, Suite 7240  
New York, New York**  
(Address of Principal Executive Offices)

**10118**  
(Zip Code)

**HOOKIPA Pharma Inc. 2019 Stock Option and Incentive Plan  
HOOKIPA Pharma Inc. 2019 Employee Stock Purchase Plan**  
(Full Title of the Plans)

**Joern Aldag  
Chief Executive Officer  
HOOKIPA Pharma Inc.  
350 Fifth Avenue, 72nd Floor, Suite 7240  
New York, New York 10118  
+43 1 890 63 60**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Kingsley L. Taft, Esq.  
Robert E. Puopolo, Esq.  
Seo Salimi, Esq.  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000**

**Joern Aldag  
Chief Executive Officer  
HOOKIPA Pharma Inc.  
350 Fifth Avenue, 72nd Floor, Suite 7240  
New York, New York 10118  
+43 1 890 63 60**

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 relating to the 2019 Stock Option and Incentive Plan and the 2019 Employee Stock Purchase Plan of HOOKIPA Pharma Inc. (the “Registrant”) registers additional securities of the same class as other securities for which registration statements filed on Form S-8 (SEC File Nos. 333-230995 and 333-237285) of the Registrant are effective. Accordingly, the information contained in the Registrant’s Registration Statements on Form S-8 (SEC File Nos. 333-230995 and 333-237285) filed with the Securities and Exchange Commission on [April 23, 2019](#) and [March 19, 2020](#), respectively, are hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

#### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>4.1</u>	<u><a href="#">Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, filed with the SEC on March 24, 2022, and incorporated by reference herein).</a></u>
<u>4.2</u>	<u><a href="#">Amended and Restated By-laws of the Registrant (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 23, 2019, and incorporated by reference herein).</a></u>
<u>4.3</u>	<u><a href="#">Specimen stock certificate evidencing the shares of common stock (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>4.4</u>	<u><a href="#">Shareholders Agreement among the Registrant and certain of its shareholders, dated February 15, 2019 (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 23, 2019, and incorporated by reference herein).</a></u>
<u>5.1*</u>	<u><a href="#">Opinion of Goodwin Procter LLP</a></u>
<u>23.1*</u>	<u><a href="#">Consent of PwC Wirtschaftsprüfung GmbH, independent registered public accounting firm</a></u>
<u>23.2*</u>	<u><a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1)</a></u>
<u>24.1*</u>	<u><a href="#">Power of Attorney (included on signature page)</a></u>
<u>99.1</u>	<u><a href="#">2019 Stock Option and Incentive Plan (filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.2</u>	<u><a href="#">Form of Incentive Stock Option Agreement under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.3</u>	<u><a href="#">Form of Non-Qualified Stock Option Agreement for Company Employees under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.4</u>	<u><a href="#">Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.5</u>	<u><a href="#">Form of Restricted Stock Award Agreement under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.6</u>	<u><a href="#">Form of Restricted Stock Award Agreement for Company Employees under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.7 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.7</u>	<u><a href="#">Form of Restricted Stock Award Agreement for Non-Employee Directors under the Registrant's 2019 Stock Option and Incentive Plan (filed as Exhibit 10.8 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>99.8</u>	<u><a href="#">2019 Employee Stock Purchase Plan (filed as Exhibit 10.9 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-230451), filed with the SEC on April 8, 2019, and incorporated by reference herein).</a></u>
<u>107*</u>	<u><a href="#">Filing Fee Table</a></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 New York, State of New York, on April 29, 2022.

HOOKIPA PHARMA INC.

By: /s/ Joern Aldag  
Joern Aldag  
Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of HOOKIPA Pharma Inc. (the "Company"), hereby severally constitute and appoint Joern Aldag, Reinhard Kandra and Daniel Courtney, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

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(s)</u>	<u>Date</u>
<u>/s/ Joern Aldag</u> Joern Aldag	Chief Executive Officer and Director (Principal Executive Officer)	April 29, 2022
<u>/s/ Reinhard Kandra</u> Reinhard Kandra	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	April 29, 2022
<u>/s/ Jan van de Winkel</u> Jan van de Winkel, Ph.D.	Chairman of the Board	April 29, 2022
<u>/s/ Michael A. Kelly</u> Michael A. Kelly	Director	April 29, 2022
<u>/s/ David Kaufman</u> David Kaufman	Director	April 29, 2022
<u>/s/ Christoph Lengauer</u> Christoph Lengauer, Ph.D.	Director	April 29, 2022
<u>/s/ Julie O'Neill</u> Julie O'Neill	Director	April 29, 2022
<u>/s/ Timothy Reilly</u> Timothy Reilly, Ph.D.	Director	April 29, 2022



Goodwin Procter LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018  
goodwinlaw.com  
+1 212 813 8800

April 29, 2022

HOOKIPA Pharma Inc.  
350 Fifth Avenue, 72nd Floor  
Suite 7240  
New York, NY 10118

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 1,560,160 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of HOOKIPA Pharma Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Stock Option and Incentive Plan and 2019 Employee Stock Purchase Plan (collectively, the "Plans").

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 Plans, will be validly issued, fully paid and nonassessable.

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

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 24, 2022 relating to the financial statements of HOOKIPA Pharma Inc. for the year ended December 31, 2021, which appears in the Annual Report of HOOKIPA Pharma Inc. on Form 10-K for the year ended December 31, 2021.

Vienna, Austria  
April 29, 2022

PwC Wirtschaftsprüfung GmbH  
/s/ Stefano Mulas  
German Certified Public Accountant

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**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**HOOKIPA Pharma Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be registered (1)	Proposed maximum offering price per share	Maximum Aggregate Offering Price	Fee Rate	Amount of registration fee (6)
Equity	Common Stock, \$0.0001 par value per share	Other	1,248,128 (2)	\$ 1.48(3)	\$ 1,847,229.44	\$ 0.0000927	\$ 171.24
Equity	Common Stock, \$0.0001 par value per share	Other	312,032 (4)	\$ 1.26(5)	\$ 393,160.32	\$ 0.0000927	\$ 36.45
<b>Total Offering Amounts</b>					\$ 2,240,389.76		--
<b>Total Fees Previously Paid</b>							--
<b>Total Fee Offsets</b>							--
<b>Net Fee Due</b>							\$ 207.69

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Represents an automatic annual increase on January 1, 2022 to the number of shares reserved for issuance under the 2019 Stock Option and Incentive Plan (the "2019 Plan") pursuant to the terms of the 2019 Plan. Shares available for issuance under the 2019 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on March 19, 2020 (Registration No. 333-237285).
- (3) The price of \$1.48 per share, which is the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Select Market on April 27, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price.
- (4) Represents an automatic annual increase on January 1, 2022 to the number of shares reserved for issuance under the 2019 Employee Stock Purchase Plan (the "2019 ESPP") pursuant to the terms of the 2019 ESPP. Shares available for issuance under the 2019 ESPP were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on March 19, 2020 (Registration No. 333-237285).
- (5) The price of \$1.26 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Select Market on April 27, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price. Pursuant to the 2019 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.
- (6) Calculated pursuant to Section 6(b) of the Securities Act.