

Biostage, Inc.  
Form S-8  
August 08, 2016

**As filed with the Securities and Exchange Commission on August 8, 2016**

**Registration No. 333-**

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

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

**BIOSTAGE, INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>45-5210462</b> (IRS Employer Identification No.)
<b>84 October Hill Road, Suite 11</b> <b>Holliston, MA</b> (Address of Principal Executive Offices)	<b>01746</b> (Zip Code)

**2013 Equity Incentive Plan**  
(Full title of the plan)

**James J. McGorry**  
**President and Chief Executive Officer**  
**Biostage, Inc.**  
**84 October Hill Road, Suite 11, Holliston, MA 01746**  
(Name and address of agent for service)

**(774) 233-7300**  
(Telephone number, including area code, of agent for service)

*With copies to:*

**Chad J. Porter, Esq.  
Burns & Levinson LLP  
125 Summer Street  
Boston, Massachusetts 02110  
(617) 345-3000**

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. (Check one):

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

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.01 par value per share	2,320,000	(2) \$ 1.08	(3) \$ 2,505,600	(3) \$ 253

(1) This Registration Statement relates to an additional 2,320,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”) to be issued under the Registrant’s 2013 Equity Incentive Plan, as amended (the “2013 Plan”), consisting of (i) an automatic increase of 320,000 shares of Common Stock available for issuance on January 1, 2016 pursuant to an “evergreen” provision under the 2013 Plan and (ii) 2,000,000 shares of Common Stock available for issuance pursuant to an amendment to the 2013 Plan approved by the Registrant’s stockholders on May 26, 2016; plus, in each case, such indeterminate number of additional shares of Common Stock as may be required pursuant to the 2013 Plan in the event of a stock dividend, stock split other similar event. This Registration Statement also relates to the Rights to purchase shares of Series A Junior Participating Cumulative Preferred Stock of the Registrant which are attached to all shares of Common Stock pursuant to the terms of the Registrant’s Shareholder Rights Agreement dated October 31, 2008, as amended by Amendment No. 1 dated February 12, 2015. Until the occurrence of certain prescribed events, the Rights are not exercisable, are evidenced by the certificates for the Common Stock and will be transferred only with such stock.

(2) The Company previously filed a Registration Statement on Form S-8 on October 31, 2013 (SEC File No. 333-192027), registering the issuance of 3,000,000 shares of Common Stock under the 2013 Plan. On March 30, 2015, the Company filed a Registration Statement on Form S-8 (SEC File No. 333-203105) registering the issuance of 640,000 additional shares of Common Stock under the 2013 Plan.

(3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. Such computation is based on the average of the high and low prices of the Registrant’s Common Stock as reported on the NASDAQ Capital Market on August 2, 2016 with respect to trading under the ticker symbol “BSTG”.

## INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

This Registration Statement on Form S-8 is filed by Biostage, Inc., formerly known as Harvard Apparatus Regenerative Technology, Inc., a Delaware corporation (the “**Registrant**”), relating to 2,320,000 shares of its common stock, par value \$0.01 per share (the “**Common Stock**”), issuable under the Registrant’s 2013 Equity Incentive Plan (the “**2013 Plan**”), consisting of (i) 320,000 shares of Common Stock that have become reserved for issuance as a result of the operation of the “evergreen” provision of the 2013 Plan, which provides that the total number of shares subject to such plan will be increased on January 1 of each of the ten (10) calendar years during the term of the 2013 Plan pursuant to a specified formula (which “evergreen” provision was removed from the plan pursuant to an amendment to the 2013 Plan approved by the Registrant’s stockholders on May 26, 2016), and (ii) 2,000,000 shares of Common Stock available for issuance pursuant to the amendment to the 2013 Plan approved by the Registrant’s stockholders on May 26, 2016. The shares of Common Stock included on this Registration Statement are in addition to the shares of Common Stock relating to the 2013 Plan that were registered on the Registrant’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on October 31, 2013 (Registration No. 333-192027) and on March 30, 2015 (Registration No. 333-203105) (the “**Prior Registration Statements**”).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding the Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as supplemented by the information set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

(a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the Commission on March 30, 2016 pursuant to Section 13 of the Exchange Act;

(b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and

(c) The description of the Registrant's Common Stock contained in the Registrant's Amendment No. 2 to Registration Statement on Form 10 (File No. 001-35853) filed with the Commission on October 11, 2013 under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

## 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 Holliston, Commonwealth of Massachusetts, on this 8th day of August, 2016.

### **BIOSTAGE, Inc.**

By: /s/ James J. McGorry  
James J. McGorry  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints James J. McGorry and Thomas McNaughton, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, 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 Biostage, 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ James J. McGorry <b>James J. McGorry</b>	President and Chief Executive Officer (Principal Executive Officer)	August 8, 2016
/s/ Thomas McNaughton <b>Thomas McNaughton</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 8, 2016
/s/ John F. Kennedy	Chairman	August 8, 2016

**John F. Kennedy**

/s/ John J. Canepa                      Director                      August 8, 2016  
**John J. Canepa**

/s/ Blaine H. McKee                      Director                      August 8, 2016  
**Blaine H. McKee**

/s/ Thomas Robinson                      Director                      August 8, 2016  
**Thomas Robinson**

## INDEX TO EXHIBITS

Number Description

- 4.1(1) Amended and Restated Certificate of Incorporation of the Registrant
- 4.1(2) Amendment to Amended and Restated Certificate of Incorporation of the Registrant
- 4.2(3) Second Amended and Restated By-laws of the Registrant
- 4.3(4) Shareholder Rights Agreement, dated as of October 31, 2013, between the Registrant and Registrar and Transfer Company, as Rights Agent.
- 4.4(5) Amendment No. 1 to Shareholder Rights Agreement, dated as of February 12, 2015 between the Registrant and Computershare Trust Company, N.A., as successor to Registrar and Transfer Company.
- 5.1 Opinion of Burns & Levinson LLP, counsel to the Registrant
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Burns & Levinson LLP (included in Exhibit 5.1)
- 24.1 Power of attorney (included on the signature pages of this registration statement)
- 99.1 Biostage, Inc. 2013 Equity Incentive Plan, as amended

Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Registration Statement on Form 10 filed on July 31, 2013, as amended (File No. 001-35853) and incorporated herein by reference.

(2) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 31, 2016 and incorporated herein by reference.

(3) Previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on March 31, 2016 and incorporated herein by reference.

(4) Previously filed with the Securities and Exchange Commission as Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed on October 31, 2013 and incorporated herein by reference.

(5) Previously filed with the Securities and Exchange Commission as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on February 12, 2015 and incorporated herein by reference.

