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

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

MAIA Biotechnology, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

83-1495913
(I.R.S. Employer
Identification No.)

**444 West Lake Street, Suite 1700
Chicago, IL 60606
(312) 416-8592**
(Address of Principal Executive Offices, Including Zip Code)

MAIA Biotechnology, Inc. 2021 Equity Incentive Plan, as amended
(Full Title of the Plans)

**Vlad Vitoc
Chief Executive Officer
c/o MAIA Biotechnology, Inc.
444 West Lake Street, Suite 1700
Chicago, IL 60606
(312) 416-8592**
(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

With a copy to:

**Mitchell Nussbaum, Esq.
Angela M. Dowd, Esq.
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
Phone: (212) 407-4000
Fax: (212) 407-4990**

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. ☐

PART I
STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement relates to securities of the same class as those to which prior effective registration statements on Form S-8 ([File No. 333-266453](#)) (the “Existing S-8”), and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Existing S-8, except as otherwise set forth in this Registration Statement, are incorporated herein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of MAIA Biotechnology, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on August 1, 2022).
4.2	Amended and Restated Bylaws of MAIA Biotechnology, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on August 1, 2022).
4.3	Specimen Certificate representing shares of Common Stock. (incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form S-1 filed on April 11, 2022).
4.4	Form of Warrant (incorporated by reference to Exhibit 4.2 to the Registrant’s Registration Statement on Form S-1 filed on April 11, 2022).
4.5	Form of Representative’s Warrant (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on August 1, 2022).
4.6	Form of Representative’s Warrant (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on April 27, 2023).
5.1*	Opinion of Loeb & Loeb LLP.
23.1*	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm.
23.3*	Consent of Loeb & Loeb LLP (included in legal opinion filed as Exhibit 5.1).
24.1*	Power of Attorney (included on signature pages).
99.1	MAIA Biotechnology, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 99.3 to the Registrant’s Registration Statement on Form S-8 filed on August 1, 2022).
99.2*	Amendment No. 1 to MAIA Biotechnology, Inc. 2021 Equity Incentive Plan.
99.3	Form of Incentive Stock Option Award under 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant’s Quarterly Report on Form 10-Q filed on August 22, 2022).
99.4	Form of Non-qualified Stock Option Award under 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant’s Quarterly Report on Form 10-Q filed on August 22, 2022).
99.5	Form of Director and Consultant Non-qualified Stock Option Award under 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant’s Quarterly Report on Form 10-Q filed on August 22, 2022).
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 Chicago, State of Illinois, on the 30th day of June, 2023.

MAIA BIOTECHNOLOGY, INC.

By: /s/ Vlad Vitoc
Vlad Vitoc, Chief Executive Officer and Chairman

POWER OF ATTORNEY

We, the undersigned officers and directors of MAIA Biotechnology, Inc., hereby severally constitute and appoint Vlad Vitoc and Joseph McGuire, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto and other 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 or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Vlad Vitoc</u> Vlad Vitoc	Chief Executive Officer, Director (Principal Executive Officer)	June 30, 2023
<u>/s/ Joseph F. McGuire</u> Joseph F. McGuire	Chief Financial Officer (Principal Accounting and Financial Officer)	June 30, 2023
<u>/s/ Steven Chaouki</u> Steven Chaouki	Director	June 30, 2023
<u>/s/ Ramiro Guerrero</u> Ramiro Guerrero	Director	June 30, 2023
<u>/s/ Louie Ngar Yee</u> Louie Ngar Yee	Director	June 30, 2023
<u>/s/ Cristian Luput</u> Cristian Luput	Director	June 30, 2023
<u>/s/ Stan V. Smith</u> Stan V. Smith	Director	June 30, 2023
<u>/s/ Jean-Manassé Theagène</u> Jean-Manassé Theagène	Director	June 30, 2023



345 Park Avenue
New York, NY 10154

Direct 212.407.4000
Main 212.407.4000
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June 30, 2023

MAIA Biotechnology, Inc.
444 West Lake Street, Suite 1700
Chicago, IL 60606

Ladies and Gentlemen:

We have served as counsel to MAIA Biotechnology, Inc., a Delaware corporation (the “Company”) in connection with the preparation of the Company’s Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), registering the issuance of 1,956,993 shares (the “Shares”) of common stock, \$0.0001 par value per share (the “Common Stock”) of the Company issuable pursuant to the Company’s 2021 Equity Incentive Plan, as amended (the “Plan”).

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinafter, is it our opinion that the Shares are duly authorized and, when issued and delivered upon the receipt of consideration constituting lawful consideration under Delaware law, and pursuant to and in accordance with the terms of the Plan and the awards granted under the Plan, the Shares will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to Delaware General Corporation Law, and we express no opinion as to the effect of the laws of any other jurisdiction.

We are furnishing this opinion in connection with the filing of the Registration Statement, and this opinion is not to be relied upon for any other purpose without our prior written consent. We consent to the reference made to our firm in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Sincerely,

/s/ Loeb & Loeb LLP

Loeb & Loeb LLP

Los Angeles New York Chicago Nashville Washington, DC San Francisco Beijing Hong Kong www.loeb.com

For the United States offices, a limited liability partnership including professional corporations. For Hong Kong office, a limited liability partnership.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of MAIA Biotechnology, Inc. on Form S-8 to be filed on or about June 30, 2023 of our report dated April 8, 2022, on our audit of the financial statements as of December 31, 2021 and for the year then ended, which report was included in the Annual Report on Form 10-K filed March 24, 2023.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey
June 30, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 24, 2023, with respect to the consolidated financial statements of MAIA Biotechnology, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2022, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Charlotte, North Carolina
June 30, 2023

MAIA BIOTECHNOLOGY, INC.

AMENDMENT TO THE
2021 EQUITY INCENTIVE PLAN

WHEREAS, MAIA Biotechnology, Inc. (the “Company”) maintains the 2021 Equity Incentive Plan (the “Plan”; capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to them in the Plan); and

WHEREAS, Article XVI of the Plan provides that the Board may amend, alter or discontinue the Plan at any time, provided that no amendment, alteration or discontinuation will be made, without the approval of such amendment by the Company’s stockholders if such approval is necessary to comply with any tax or regulatory requirement applicable to the Plan (including, without limitation, as necessary to comply with any rules or requirements of any securities exchange or inter-dealer quotation system on which the Stock may be listed or quoted); and

WHEREAS, the Board has determined that it would be advisable and in the best interest of the Company and its stockholders to amend the Plan to provide for an automatic annual increase in the number of Shares that may be subject to awards under the Plan.

NOW, THEREFORE, the Plan is amended by deleting the existing Section 5.1 in its entirety and inserting in lieu thereof the following new Section 5.1:


5.1 Authorized Shares. The Committee may from time to time grant Awards to one or more Employees, Directors and/or Consultants determined by it to be eligible for participation in the Plan in accordance with the provisions of Article VI. Subject to Article XV, the aggregate number of shares of Stock reserved and available for grant and issuance under the Plan is 1,734,541, plus any reserved shares of Stock not issued or subject to outstanding awards granted under the Company’s 2020 Plan (the “Prior Plan”). In addition, subject to any adjustments as necessary pursuant to Article XV, such aggregate number of shares of Stock will automatically increase commencing on the date of Stockholder approval and then each January 1 following thereafter, and ending on (and including) January 1, 2032 (each an “Increase Date”), in an amount equal to ten percent (10%) of the total number of shares of Stock outstanding on a fully diluted basis on December 31 of the preceding calendar year; provided that, the Board may act prior to any Increase Date to provide that there will be no increase for such year or that the increase for such year will be a lesser number of shares of Stock. In the event that (i) any Option or other Award granted hereunder is exercised through the tendering of Stock (either actually or by attestation) or by the withholding of Stock by the Company, or (ii) tax or deduction liabilities arising from such Option or other Award are satisfied by the tendering of Stock (either actually or by attestation) or by the withholding of Stock by the Company, then in each such case the shares of Stock so tendered or withheld shall be added to the shares of Stock available for grant under the Plan on a one-for-one basis. Shares underlying Awards under this Plan or the Prior Plan that are forfeited, canceled, expire unexercised, or are settled in cash shall also be available again for issuance as Awards under the Plan.

Except as specifically specified in this Amendment, the Plan shall in all other respects remain unmodified and in full force and effect.

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IN WITNESS WHEREOF, the Company has caused this Amendment to be executed this 25th day of May 2023.

MAIA BIOTECHNOLOGY, INC.

By  _____
D8AE937E6AC0420...
Vlad Vitoc, MD, MBA
Chairman and Chief Executive Officer

Calculation of Filing Fee Tables

Form S-8
(Form Type)MAIA Biotechnology, 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	Other(3)	1,956,993(2)	\$ 2.17(3)	\$4,246,675	\$0.0001102	\$ 467.99
Total Offering Amount					\$4,246,675		\$ 467.99
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$ 467.99

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover an indeterminate number of additional shares of common stock, \$0.0001 par value per share (the “Common Stock”) of MAIA Biotechnology, Inc. (the “Registrant”), which become issuable under the 2021 Plan (as defined below) by reason of any stock splits, stock dividends, reorganizations, mergers, consolidations, recapitalizations or other similar transactions.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Equity Incentive Plan, as amended (the “2021 Plan”) on May 25, 2023 pursuant to an “evergreen” provision contained in the 2021 Plan. On May 25, 2023, the stockholders of the Registrant approved an amendment to the 2021 Plan to include an automatic increase in the aggregate number of shares reserved for awards under the 2021 Plan, commencing on the date of stockholder approval of the amendment, and then each January 1 following thereafter, and ending on (and including) January 1, 2032 (each an “Increase Date”), in an amount equal to ten (10%) of the total number of shares of Common Stock on a fully diluted basis outstanding on December 31 of the preceding calendar year; provided that, the board of directors of the Registrant may act prior to any Increase Date to provide that there will be no increase for such year or that the increase for such year will be a lesser number of shares than provided in the 2021 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices of the Common Stock as reported on NYSE American on June 27, 2023, which was \$2.17 per share.