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

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

BELLICUM PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1450200
(I.R.S. Employer
Identification No.)

2130 W. Holcombe Blvd., Ste. 800
Houston, Texas
(Address of Principal Executive Offices)

77030
(Zip Code)

2014 Equity Incentive Plan
(Full title of the plan)

Richard A. Fair
President and Chief Executive Officer
Bellicum Pharmaceuticals, Inc.
2130 W. Holcombe Blvd., Ste. 800
Houston, Texas 77030
(832) 384-1100

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

Copies to:

Karen E. Anderson, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
Tel: (858) 550-6000

Atabak Mokari
Chief Financial Officer
Bellicum Pharmaceuticals, Inc.
2130 W. Holcombe Blvd., Ste. 800
Houston, Texas 77030
(832) 384-1100

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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
2014 Equity Incentive Plan Common Stock, \$0.01 par value per share	650,000 shares (2)	\$2.99-\$3.42	\$2,071,695	\$252

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock (“Common Stock”) that become issuable under the Bellicum Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended (the “2014 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents (a) shares of Common Stock underlying an option to purchase 300,000 shares of Common Stock, which was granted pursuant to the 2014 Plan in compliance with Nasdaq Listing Rule 5635(c)(4) (the “Inducement Award”) and (b) an increase in the number of shares of Common Stock reserved for issuance under the 2014 Plan to be used exclusively for the grant of inducement awards by an additional 350,000 shares of Common Stock (the “Inducement Share Pool Increase”).
- (3) This estimate is made pursuant to Rule 457(h) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The maximum offering price per share and the maximum aggregate offering price are calculated on the basis of (a) the exercise price of \$3.42 per share for 300,000 shares of Common Stock reserved for issuance pursuant to the stock option award referred to in footnote (2), and (b) the average of the high and low sales prices of the Registrant’s Common Stock on May 2, 2019, as reported on the Nasdaq Global Market, for 350,000 shares of Common Stock reserved for issuance under the Inducement Share Pool Increase referred to in footnote (2).

EXPLANATORY NOTE

The Registration Statement is being filed for the purpose of registering an additional 650,000 shares of the Registrant's Common Stock to be issued pursuant to the 2014 Plan, which has been amended to provide for the Inducement Share Pool Increase and for the Inducement Award.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The Registrant previously registered shares of its Common Stock for issuance under the 2014 Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [December 18, 2014 \(File No. 333-201036\)](#), [March 13, 2017 \(File No. 333-216656\)](#), [June 15, 2017 \(File No. 333-218772\)](#), [August 25, 2017 \(File No. 333-220170\)](#), [March 13, 2018 \(File No. 333-223636\)](#), and [June 11, 2018 \(File No. 333-225554\)](#). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Form of Common Stock Certificate of the Registrant.
4.4(4)	Second Amended and Restated Investor Rights Agreement by and among the Registrant and certain of its stockholders, dated August 22, 2014.
4.5(5)	Registration Rights Agreement by and among the Registrant and Baker Brothers Life Sciences, LP, and two of its affiliated funds, dated January 15, 2016.
5.1*	Opinion of Cooley LLP.
23.1*	Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm.
23.2*	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1*	Power of Attorney. Reference is made to the signature page hereto.
99.1(6)	Bellicum Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended.
(1)	Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 23, 2014, and incorporated herein by reference.
(2)	Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 23, 2014, and incorporated herein by reference.
(3)	Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-200328), originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.
(4)	Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-200328), originally filed with the Commission on November 18, 2014, as amended, and incorporated herein by reference.
(5)	Previously filed as Exhibit 4.3 to the Registrant's Registration Statement on Form S-3 (File No. 333-209012), originally filed with the Commission on January 15, 2016, and incorporated herein by reference.
(6)	Previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on May 7, 2019, and incorporated herein by reference.
*	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Houston, State of Texas, on May 7, 2019.

BELLICUM PHARMACEUTICALS, INC.

By: /s/ Richard A. Fair
Richard A. Fair
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard A. Fair, as his true and lawful attorney-in-fact and agent, with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other 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 he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard A. Fair</u> Richard A. Fair	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 7, 2019
<u>/s/ Atabak Mokari</u> Atabak Mokari	Chief Financial Officer <i>(Principal Financial Officer)</i>	May 7, 2019
<u>/s/ Rosemary Y. Williams</u> Rosemary Y. Williams	Vice President of Finance and Controller <i>(Principal Accounting Officer)</i>	May 7, 2019
<u>/s/ James Brown</u> James Brown	Director <i>(Chairman)</i>	May 7, 2019
<u>/s/ James M. Daly</u> James M. Daly	Director	May 7, 2019
<u>/s/ Stephen R. Davis</u> Stephen R. Davis	Director	May 7, 2019
<u>/s/ Edmund Harrigan</u> Edmund Harrigan	Director	May 7, 2019
<u>/s/ Reid M. Huber</u> Reid M. Huber, Ph.D.	Director	May 7, 2019
<u>/s/ Judith V. Klimovsky</u> Judith V. Klimovsky, M.D.	Director	May 7, 2019
<u>/s/ Jon P. Stonehouse</u> Jon P. Stonehouse	Director	May 7, 2019



May 7, 2019

Bellicum Pharmaceuticals, Inc.
2130 W. Holcombe Blvd., Ste. 800
Houston, TX 77030

Ladies and Gentlemen:

We have acted as counsel to Bellicum Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to an additional 650,000 shares of the Company's Common Stock, par value \$0.01 per share (the "**Shares**"), pursuant to the Company's 2014 Equity Incentive Plan, as amended (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectus, the Company's Amended and Restated Certificate of Incorporation, and Amended and Restated Bylaws, each as currently in effect, the Plan and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements under the Plan, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Karen E. Anderson
Karen E. Anderson

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Equity Incentive Plan, as amended, of Bellicum Pharmaceuticals, Inc. of our report dated March 12, 2019, with respect to the consolidated financial statements of Bellicum Pharmaceuticals, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
May 7, 2019