
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-209012
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-219020
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-219021
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-226652
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-232771
Post-Effective Amendment No. 1 to Form S-3 Registration Statement No. 333-264939

*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 Number)

3730 Kirby Drive, Suite 1200
Houston, TX 77098
(281) 454-3424

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Richard A. Fair
President and Chief Executive Officer
Bellicum Pharmaceuticals, Inc.
3730 Kirby Drive, Suite 1200
Houston, TX 77098
(281) 454-3424

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

With copies to:

Matt Browne
Cooley LLP
10265 Science Center Drive
San Diego, California 92121
(858) 550-6000

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements on Form S-3 (each, a “*Registration Statement*” and, collectively, the “*Registration Statements*”), previously filed by Bellicum Pharmaceuticals, Inc., a Delaware corporation (the “*Company*”), with the U.S. Securities and Exchange Commission (the “*SEC*”):

- Registration Statement on Form S-3 (File No. 333-209012), originally filed with the SEC on January 15, 2016, registering such indeterminate number of shares of common stock and preferred stock, such indeterminate principal amount of debt securities and such indeterminate number of warrants to purchase common stock, preferred stock and/or debt securities, which together shall have an aggregate initial offering price not to exceed \$150,000,000;
- Registration Statement on Form S-3 (File No. 333-219020), originally filed with the SEC on June 28, 2017, registering 5,032,313 shares of common stock, which shall have an aggregate initial offering price not to exceed \$63,658,759.45;
- Registration Statement on Form S-3 (File No. 333-219021), originally filed with the SEC on June 28, 2017, registering such indeterminate number of shares of common stock and preferred stock, such indeterminate principal amount of debt securities and such indeterminate number of warrants to purchase common stock, preferred stock and/or debt securities, which together shall have an aggregate initial offering price not to exceed \$150,000,000;
- Registration Statement on Form S-3 (File No. 333-226652), originally filed with the SEC on August 7, 2018, registering such indeterminate number of shares of common stock and preferred stock, such indeterminate principal amount of debt securities and such indeterminate number of warrants to purchase common stock, preferred stock and/or debt securities, which together shall have an aggregate initial offering price not to exceed \$150,000,000;
- Registration Statement on Form S-3 (File No. 333-232771), originally filed with the SEC on July 23, 2019, registering such indeterminate number of shares of common stock and preferred stock, such indeterminate principal amount of debt securities and such indeterminate number of warrants to purchase common stock, preferred stock and/or debt securities, which together shall have an aggregate initial offering price not to exceed \$400,000,000; and
- Registration Statement on Form S-3 (File No. 333-264939), originally filed with the SEC on May 13, 2022, registering such indeterminate number of shares of common stock and preferred stock, such indeterminate principal amount of debt securities and such indeterminate number of warrants to purchase common stock, preferred stock and/or debt securities, which together shall have an aggregate initial offering price not to exceed \$200,000,000.

On November 9, 2023, the Company’s board of directors approved the liquidation and dissolution of the Company pursuant to a Plan of Dissolution (the “*Plan of Dissolution*”), and the Company’s stockholders approved the Plan of Dissolution at the special meeting of the stockholders held on February 20, 2024.

In connection with the Plan of Dissolution, the Company is terminating any and all offerings of the Company’s securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all such securities of the Company registered pursuant to the Registration Statements that remain unsold as of the date hereof. The Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

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-3 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burlingame, State of California, on February 23, 2024.

BELLICUM PHARMACEUTICALS, INC.

By: /s/ Richard A. Fair

Name: Richard A. Fair

Title: *Principal Executive and Financial Officer*

No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933, as amended.
