

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

**AMENDMENT NO. 4 TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**INHIBIKASE THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**26-3407249**  
(I.R.S. Employer  
Identification Number)

**3350 Riverwood Parkway SE, Suite 1900  
Atlanta, GA 30339  
(678) 392-3419**

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

**Milton H. Werner, Ph.D.  
President and Chief Executive Officer  
Inhibikase Therapeutics, Inc.  
3350 Riverwood Parkway SE, Suite 1900  
Atlanta, GA 30339  
(678) 392-3419**

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

*Copies to:*

**Merrill M. Kraines  
Todd Kornfeld  
McDermott Will & Emery LLP  
One Vanderbilt Avenue  
New York, New York 10017-3852  
(212) 547-5616**

**Faith L. Charles  
Todd Mason  
Thompson Hine LLP  
300 Madison Avenue, 27<sup>th</sup> Floor  
New York, New York 10017  
(212) 344-5680**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

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 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 post-effective amendment filed pursuant to Rule 462(d) 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.

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 checked="" 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.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a**

further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

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## EXPLANATORY NOTE

This Amendment No. 4 (“Amendment No. 4”) to the Registration Statement on FormS-1 (File No. 333-278844) of Inhibikase Therapeutics, Inc. (“Registration Statement”) is being filed solely for the purpose of filing an updated legal opinion as Exhibit 5.1. Accordingly, this Amendment No. 4 consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page, Exhibit 5.1 and the Exhibit Index. The remainder of the Registration Statement is unchanged and therefore has not been included in this Amendment No. 4.

### Item 16. Exhibits.

#### EXHIBIT INDEX

Exhibit Number	Description*	Form	File Number	Where Located		Filed Herewith
				Exhibit Number	Filing Date	
1.1**	<a href="#">Form of Placement Agency Agreement.</a>					
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Inhibikase Therapeutics, Inc.</a>	8-K	001-39676	3.1	12/29/2020	
3.2	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Inhibikase Therapeutics, Inc.</a>	8-K	001-39676	3.1	6/29/2023	
3.3	<a href="#">Amended and Restated Bylaws of Inhibikase Therapeutics, Inc.</a>	8-K	001-39676	3.2	12/29/2020	
4.1	<a href="#">Specimen common stock Certificate of the Registrant.</a>	S-1	333-240036	4.1	07/23/2020	
4.2	<a href="#">Form of Warrant to purchase common stock of the Registrant, issued to each of the members of the Scientific Advisory Board and the investor named in Schedule A thereto.</a>	S-1	333-240036	4.2	07/23/2020	
4.3	<a href="#">Warrant, issued by Inhibikase Therapeutics, Inc. to Kubera North America, Inc., dated October 5, 2018.</a>	S-1	333-240036	4.3	07/23/2020	
4.4	<a href="#">Warrant, issued by Inhibikase Therapeutics, Inc. to Francis E. McDaniel, dated January 1, 2019.</a>	S-1A	333-240036	4.4	09/15/2020	
4.5	<a href="#">Warrant, issued by Inhibikase Therapeutics, Inc. to Francis E. McDaniel, dated March 31, 2020.</a>	S-1	333-240036	4.5	07/23/2020	
4.6	<a href="#">Form of Representative’s Warrant.</a>	S-1	333-240036	4.6	07/23/2020	
4.7	<a href="#">Form of Late IPO Warrant.</a>	S-1	333-240036	4.7	07/23/2020	
4.8	<a href="#">Form of Private Common Warrant (January 2023).</a>	8-K	001-39676	4.2	01/26/2023	
4.9	<a href="#">Form of PIPE Common Warrant (January 2023).</a>	8-K	001-39676	4.4	01/26/2023	

Exhibit Number	Description*	Form	File Number	Where Located		Filed Herewith
				Exhibit Number	Filing Date	
4.10	<a href="#">Form of Placement Agent Warrant (January 2023).</a>	8-K	001-39676	4.5	01/26/2023	
4.11**	<a href="#">Form of Common Warrant.</a>					
4.12**	<a href="#">Form of Pre-Funded Warrant.</a>					
4.13**	<a href="#">Form of Placement Agent Warrant.</a>					
4.14**	<a href="#">Form of Warrant Agency Agreement.</a>					
5.1	<a href="#">Opinion of McDermott Will &amp; Emery LLP.</a>					X
10.1	<a href="#">Collaborative Research and Development Agreement, by and between Inhibikase Therapeutics, Inc. and Sphaera Pharma Pte. Ltd., dated February 29, 2012.</a>	S-1	333-240036	10.2	07/23/2020	
10.2	<a href="#">First Amendment to Collaborative Research and Development Agreement, by and between Inhibikase Therapeutics Inc. and Sphaera Pharma Pte. Ltd., dated October 5, 2012.</a>	S-1	333-240036	10.3	07/23/2020	
10.3#	<a href="#">2011 Equity Incentive Plan and forms of agreements thereunder.</a>	S-1	333-240036	10.4	07/23/2020	
10.4#	<a href="#">2020 Equity Incentive Plan and forms of agreements thereunder.</a>	S-1/A	333-240036	10.5	12/04/2020	
10.5#	<a href="#">Employment Agreement, by and between Inhibikase Therapeutics, Inc. and Milton H. Werner Ph.D., effective upon the completion of the Company's Initial Public Offering.</a>	S-1	333-240036	10.7	07/23/2020	
10.6	<a href="#">Form of Inhibikase Therapeutics, Inc. Directors and Officers Indemnification Agreement.</a>	S-1	333-240036	10.9	07/23/2020	
10.7	<a href="#">Side Letter to Subscription Agreement of Joseph Ventures Allium, LLC, dated July 19, 2018.</a>	S-1	333-240036	10.11	07/23/2020	
10.8	<a href="#">Side Letter to Subscription Agreement of Joseph Ventures Allium, LLC, dated August 31, 2018.</a>	S-1	333-240036	10.12	07/23/2020	
10.9	<a href="#">Side Letter to Subscription Agreement of Joseph Ventures Allium, LLC, dated June 15, 2018.</a>	S-1	333-240036	10.13	07/23/2020	
10.10	<a href="#">Form of Representative's Warrant Agreement.</a>	8-K	001-39676	4.1	06/16/2021	

Exhibit Number	Description*	Form	File Number	Where Located		Filed Herewith
				Exhibit Number	Filing Date	
10.11#	<a href="#">Amendment dated March 3, 2022 to the Employment Agreement, by and between Inhibikase Therapeutics, Inc. and Milton H. Werner, Ph.D., dated December 28, 2020.</a>	8-K	001-39676	10.1	03/08/2022	
10.12	<a href="#">Form of Stock Option Grant Notice and Award Agreement.</a>	8-K	001-39676	10.3	03/08/2022	
10.13#	<a href="#">Form of Director Offer Letter.</a>	8-K	001-39676	10.1	09/01/2022	
10.14	<a href="#">Securities Purchase Agreement, dated as of January 25, 2023 (Registered Direct).</a>	8-K	001-39676	10.1	01/26/2023	
10.15	<a href="#">Securities Purchase Agreement, dated as of January 25, 2023 (PIPE).</a>	8-K	001-39676	10.2	01/26/2023	
10.16	<a href="#">Registration Rights Agreement, dated as of January 25, 2023 (PIPE).</a>	8-K	001-39676	10.3	01/26/2023	
10.17	<a href="#">At The Market Offering Agreement, dated February 1, 2024, by and between Inhibikase Therapeutics, Inc. and H.C. Wainwright &amp; Co., LLC.</a>	8-K	001-39676	10.1	02/01/2024	
10.18**	<a href="#">Employment Agreement between Inhibikase Therapeutics, Inc. and Garth Lees-Rolfe, dated as of April 1, 2024.</a>					
10.19**	<a href="#">Form of Securities Purchase Agreement.</a>					
21.1	<a href="#">Subsidiaries of the Registrant.</a>	10-K	001-39676	21.1	03/31/2023	
23.1**	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>					
23.2	<a href="#">Consent of McDermott Will and Emery LLP (included in Exhibit 5.1).</a>					X
24.1**	<a href="#">Power of Attorney (included on signature page).</a>					
107**	Filing Fee Table.					

(#) A contract, compensatory plan or arrangement to which a director or executive officer is a party or in which one or more directors or executive officers are eligible to participate.

(\*) Certain of the agreements filed as exhibits contain representations and warranties made by the parties thereto. The assertions embodied in such representations and warranties are not necessarily assertions of fact, but a mechanism for the parties to allocate risk. Accordingly, investors should not rely on the representations and warranties as characterizations of the actual state of facts or for any other purpose at the time they were made or otherwise.

(\*\*) Previously filed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on the 9th day of May, 2024.

INHIBIKASE THERAPEUTICS, INC.

By: /s/ Milton H. Werner  
Milton H. Werner, Ph.D.  
President and Chief Executive Officer

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/ Milton H. Werner</u> Milton H. Werner, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	May 9, 2024
<u>/s/ Garth Lees-Rolfe</u> Garth Lees-Rolfe, CPA	Chief Financial Officer (Principal Financial Officer)	May 9, 2024
<u>*</u> Dennis Berman	Director	May 9, 2024
<u>*</u> Roy Freeman	Director	May 9, 2024
<u>*</u> Paul Grint	Director	May 9, 2024
<u>*</u> Gisele Dion	Director	May 9, 2024

\*By: /s/ Milton H. Werner  
Milton H. Werner, Ph.D.  
Attorney-In-Fact



May 9, 2024

Inhibikase Therapeutics, Inc.  
3350 Riverwood Parkway SE, Suite 1900  
Atlanta, GA 30339

Re: Public Offering

Ladies and Gentlemen:

Reference is made to the filing by Inhibikase Therapeutics, Inc., a Delaware corporation (the "**Company**"), with the United States Securities and Exchange Commission (the "**SEC**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), of the Company's registration statement on Form S-1, filed on April 19, 2024, as amended on April 25, 2024, April 29, 2024 and May 9, 2024 (the "**Registration Statement**"), which includes a prospectus (the "**Prospectus**").

We are rendering this opinion in connection with the filing by the Company with the SEC of the Registration Statement relating to the offering by the Company (the "**Offering**") with respect to the sale of (i) up to 3,968,254 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), (ii) up to 3,968,254 pre-funded warrants (the "**Pre-Funded Warrants**") to purchase up to 3,968,254 shares of Common Stock, (iii) up to 3,968,254 shares of Common Stock issuable from time to time upon exercise of the Pre-Funded Warrants (the "**Pre-Funded Warrant Shares**"), (iv) warrants (the "**Common Warrants**") to purchase up to 3,968,254 shares of Common Stock accompanying the Common Stock and/or Pre-Funded Warrants sold in the Offering, (v) up to 3,968,254 shares of Common Stock issuable from time to time upon exercise of the Common Warrants (the "**Common Warrant Shares**"), (vi) warrants (the "**Placement Agent Warrants**") and, together with the Pre-Funded Warrants and Common Warrants, the "**Warrants**") to purchase up to 158,730 shares of Common Stock and (vii) the shares of Common Stock issuable from time to time upon exercise of the Placement Agent Warrants (the "**Placement Agent Warrant Shares**") and, together with the Pre-Funded Warrant Shares and the Common Warrant Shares, the "**Warrant Shares**"). The Shares, Pre-Funded Warrants, Common Warrants, Placement Agent Warrants and Warrant Shares are collectively referred to herein as the "**Securities**." The Securities are being sold pursuant to the terms of those certain securities purchase agreements (the "**Securities Purchase Agreements**") to be entered into by the Company and that certain placement agency agreement (the "**Placement Agency Agreement**") to be entered into by the Company and Maxim Group LLC ("**Maxim**").

We understand that the Securities are to be offered and sold in the manner set forth in the Prospectus. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K in connection with the Registration Statement.

We have acted as your counsel in connection with the preparation of the Registration Statement. We are familiar with the proceedings taken by the board of directors of the Company (the "**Board**") in connection with the authorization, issuance and sale of the Shares. We have examined all such documents as we considered necessary to enable us to render this opinion, including, but not limited to: (i) the Registration Statement, (ii) the forms of Warrants, (iii) the form of Securities Purchase Agreement, (iv) the form of Placement Agency Agreement, (v) the Company's certificate of incorporation, as amended to date, (vi) the Company's bylaws, as amended to date, (vii) certain resolutions of the Board and (viii) such other corporate records and instruments, and such laws and regulations as we have deemed necessary for purposes of rendering the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies, the authenticity of all documents submitted to us as certified, conformed, photostatic or facsimile copies and the authenticity of the originals of such certified, conformed, photostatic or facsimile copies. In addition, we have assumed that the Securities will be offered in the manner and on the terms identified or referred to in the Prospectus. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the State of New York and the General Corporation Law of the State of Delaware.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, we are of the opinion that:

- (i) The Shares have been duly authorized and, when issued and delivered by the Company in accordance with the Registration Statement and the Prospectus and upon receipt by the Company of the consideration therefor provided therein, will be validly issued, fully paid and non-assessable;
- (ii) The Pre-Funded Warrants have been duly authorized and, when duly executed and delivered by the Company in accordance with and in the manner described in the Registration Statement and the Prospectus and upon receipt by the Company of the consideration therefor provided therein, will constitute valid and binding agreements of the Company enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and similar laws affecting creditors' rights generally and equitable principles of general applicability;
- (iii) The Pre-Funded Warrant Shares have been duly authorized and, when issued upon exercise of the Pre-Funded Warrants against payment therefor in accordance with the terms of the Pre-Funded Warrants, will be validly issued, fully paid and nonassessable;
- (iv) The Common Warrants have been duly authorized and, when duly executed and delivered by the Company in accordance with and in the manner described in the Registration Statement and the Prospectus and upon receipt by the Company of the consideration therefor provided therein, will constitute valid and binding agreements of the Company enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and similar laws affecting creditors' rights generally and equitable principles of general applicability;
- (v) The Common Warrant Shares have been duly authorized and, when issued upon exercise of the Common Warrants against payment therefor in accordance with the terms of the Common Warrants, will be validly issued, fully paid and nonassessable;
- (vi) The Placement Agent Warrants have been duly authorized and, when duly executed and delivered by the Company in accordance with and in the manner described in the Registration Statement and the Prospectus and upon receipt by the Company of the consideration therefor provided therein, will constitute valid and binding agreements of the Company enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and similar laws affecting creditors' rights generally and equitable principles of general applicability; and
- (vii) The Placement Agent Warrant Shares have been duly authorized and, when issued upon exercise of the Placement Agent Warrants against payment therefor in accordance with the terms of the Placement Agent Warrants, will be validly issued, fully paid and nonassessable.

**McDermott  
Will & Emery**

**One Vanderbilt Avenue New York NY 10017-3852 Tel +1 212 547 5400 Fax +1 212 547 5444**

*US practice conducted through McDermott Will & Emery LLP.*



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We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof. We hereby consent to the filing of this opinion as a part of the Registration Statement and to the reference of our firm under the caption "Legal Matters" in the Prospectus. In giving such consent, we do not hereby 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 of the SEC.

Very truly yours,

/s/ McDermott Will and Emery LLP

McDermott Will and Emery LLP

**McDermott  
Will & Emery**

**One Vanderbilt Avenue New York NY 10017-3852 Tel +1 212 547 5400 Fax +1 212 547 5444**

*US practice conducted through McDermott Will & Emery LLP.*