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

**FORM S-8
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)

26-3407249
(I.R.S. Employer
Identification No.)

**3350 Riverwood Parkway SE, Suite 1900
Atlanta, GA 30339
(678) 392-3419**
(Address of Principal Executive Offices)

INHIBIKASE THERAPEUTICS, INC. 2020 EQUITY INCENTIVE PLAN
(Full Title of the Plans)

Milton H. Werner, Ph.D.
President and Chief Executive Officer
Inhibikase Therapeutics, Inc.
3350 Riverwood Parkway SE, Suite 1900
Atlanta, GA 30339
(Name and Address of Agent For Service)

(678) 392-3419
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:
Danielle Lauzon
Marishka DeToy
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) registers additional shares of Common Stock, par value \$0.001 per share (“Common Stock”), of Inhibikase Therapeutics, Inc. (the “Registrant”) under the Registrant’s 2020 Equity Incentive Plan, as amended (the “Option Plan”). On June 7, 2024, the stockholders of Registrant approved an amendment to the Option Plan, pursuant to which the number of shares of Common Stock reserved and available for issuance under the Option Plan increased by 2,500,000 shares. On January 3, 2025, the stockholders of the Registrant approved an amendment to the Option Plan, pursuant to which the number of shares of Common Stock reserved and available for issuance under the Option Plan increased by 27,453,993 shares. This Registration Statement registers these additional 29,953,993 shares of Common Stock. The additional shares are of the same class as other securities relating to the Option Plan for which the Registrant’s registration statement on Form S-8 (Registration No. 333-259555) filed with the Securities and Exchange Commission (the “SEC”) on September 15, 2021, is effective. The information contained in the Registrant’s registration statement on Form S-8 (Registration No. 333-259555) is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits.”

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 4.1 | <u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39676) filed on December 29, 2020)</u> |
| 4.2 | <u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39676) filed on January 6, 2025)</u> |
| 4.3 | <u>Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39676) filed on December 29, 2020)</u> |
| 4.4 | <u>Form of Certificate of Common Stock (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-240036) filed on July 23, 2020)</u> |
| 5.1* | <u>Opinion of Goodwin Procter LLP</u> |
| 23.1* | <u>Consent of CohnReznick LLP, Independent Registered Public Accounting Firm</u> |
| 23.2* | <u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u> |
| 24.1* | <u>Power of Attorney (included on signature page)</u> |
| 99.1 | <u>Inhibikase Therapeutics, Inc. 2020 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 (File No. 333-240036) filed on December 4, 2020)</u> |
| 99.2* | <u>Amendment No. 1 to Inhibikase Therapeutics, Inc. 2020 Equity Incentive Plan</u> |
| 99.3* | <u>Amendment No. 2 to Inhibikase Therapeutics, Inc. 2020 Equity Incentive Plan</u> |
| 107* | <u>Filing Fee Table</u> |

* 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 Atlanta, State of Georgia, on the 4th day of February, 2025.

INHIBIKASE THERAPEUTICS, INC.

By: /s/ Milton H. Werner, Ph.D.

Milton H. Werner, Ph.D.
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each officer and director of Inhibikase Therapeutics, Inc. whose signature appears below constitutes and appoints Milton H. Werner, Ph.D. and Garth Lees-Rolfe and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities, to execute any or all amendments including any post-effective amendments and supplements to this Registration Statement, and to file the same, with all 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, as fully to all intents and purposes as he or she 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 date indicated below.

| <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) | February 4, 2025 |
| <u>/s/ Garth Lees-Rolfe</u> Garth Lees-Rolfe, CPA | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | February 4, 2025 |
| <u>/s/ Roberto Bellini</u> Roberto Bellini | Chairperson | February 4, 2025 |
| <u>/s/ Dennis Berman</u> Dennis Berman | Director | February 4, 2025 |
| <u>/s/ David Canner</u> David Canner | Director | February 4, 2025 |
| <u>/s/ Roy Freeman, M.D.</u> Roy Freeman, M.D. | Director | February 4, 2025 |
| <u>/s/ Arvind Kush</u> Arvind Kush | Director | February 4, 2025 |
| <u>/s/ Amit Munshi</u> Amit Munshi | Director | February 4, 2025 |



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

February 4, 2025

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

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 29,953,993 shares (the "Shares") of Common Stock, par value \$0.001 per share ("Common Stock"), of Inhibikase Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2020 Equity Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP
GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on FormS-8 pertaining to the 2020 Equity Incentive Plan of Inhibikase Therapeutics, Inc., of our report dated March 27, 2024, with respect to the consolidated financial statements of Inhibikase Therapeutics, Inc. and Subsidiary as of December 31, 2023 and 2022, and for the years then ended which report is included in the Annual Report on Form 10-K of Inhibikase Therapeutics, Inc. for the year ended December 31, 2023, filed with the Securities and Exchange Commission. Our audit report includes an explanatory paragraph relating to Inhibikase Therapeutics, Inc. and Subsidiary's ability to continue as a going concern.

/s/ CohnReznick LLP

Holmdel, New Jersey

February 4, 2025

**AMENDMENT TO THE
INHIBIKASE THERAPEUTICS, INC.
2020 EQUITY INCENTIVE PLAN.**

The Inhibikase Therapeutics, Inc. 2020 Equity Incentive Plan (the “Plan”) is hereby amended, effective as of the date of adoption of this Amendment by the Board of Directors of Inhibikase Therapeutics, Inc. (the “Company”), but subject to approval by the Company’s stockholders in accordance with Section 11 of the Plan:

1. Section 3(a) of the Plan is amended and restated in its entirety as follows

(a) Shares Subject to the Plan. Subject to adjustment as provided in Section 3(c) of the Plan, the maximum aggregate number of Shares that may be issued in respect of Awards under the Plan is 3,959,881 (the “Plan Limit”). Subject to adjustment as provided in Section 3(c) of the Plan, the maximum aggregate number of Shares that may be issued under the Plan in respect of Incentive Stock Options is 3,959,881. Any Shares issued hereunder may consist, in whole or in part, of authorized and unissued Shares or treasury shares. Any Shares issued by the Company through the assumption or substitution of outstanding grants in connection with the acquisition of another entity shall not reduce the maximum number of Shares available for delivery under the Plan.

* * *

Except as amended hereby, the terms and conditions of the Plan shall otherwise continue in full force and effect.

INHIBIKASE THERAPEUTICS, INC.

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

**AMENDMENT TO THE
INHIBIKASE THERAPEUTICS, INC.
2020 EQUITY INCENTIVE PLAN.**

The Inhibikase Therapeutics, Inc. 2020 Equity Incentive Plan (the “Plan”) is hereby amended, effective as of the date of adoption of this Amendment by the Board of Directors of Inhibikase Therapeutics, Inc. (the “Company”), but subject to approval by the Company’s stockholders in accordance with Section 11 of the Plan:

1. Section 3(a) of the Plan is amended and restated in its entirety as follows

(a) Shares Subject to the Plan. Subject to adjustment as provided in Section 3(c) of the Plan, the maximum aggregate number of Shares that may be issued in respect of Awards under the Plan is 31,417,517 (the “Plan Limit”). Subject to adjustment as provided in Section 3(c) of the Plan, the maximum aggregate number of Shares that may be issued under the Plan in respect of Incentive Stock Options is 31,417,517. Any Shares issued hereunder may consist, in whole or in part, of authorized and unissued Shares or treasury shares. Any Shares issued by the Company through the assumption or substitution of outstanding grants in connection with the acquisition of another entity shall not reduce the maximum number of Shares available for delivery under the Plan.

(i) If any award granted under the Inhibikase Therapeutics, Inc. 2011 Equity Incentive Plan, as amended (the “2011 Plan”) expires, terminates, is canceled or is forfeited for any reason after the Effective Date, the Shares subject to that award will be added to the Plan Limit and become available for issuance hereunder.

(ii) The maximum total grant date fair value of Awards (as measured by the Company for financial accounting purposes) granted to any Participant in his or her capacity as a Non-Employee Director in any single calendar year shall not exceed \$250,000.

* * *

Except as amended hereby, the terms and conditions of the Plan shall otherwise continue in full force and effect.

INHIBIKASE THERAPEUTICS, INC.

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

Calculation of Filing Fee Tables

Form S-8
(Form Type)Inhibikase Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

| | Security Type | Security Class Title | Fee Calculation or Carry Forward Rule | Amount Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-----------------------------|---------------|---|---------------------------------------|----------------------------------|--|----------------------------------|--------------|----------------------------|
| Newly Registered Securities | | | | | | | | |
| Fees to Be Paid | Equity | 2020 Equity Incentive Plan, Common Stock, par value \$0.001 per share | Rule 457(c) and Rule 457(h) | 29,953,993 ⁽²⁾ | \$2.095 ⁽³⁾ | \$62,753,615.34 | \$0.00015310 | \$9,607.58 |
| Fees Previously Paid | | | | | | | | |
| Carry Forward Securities | | | | | | | | |
| Carry Forward Securities | — | — | — | — | — | — | — | — |
| Total Offering Amounts | | | | | | \$62,753,615.34 | | \$9,607.58 |
| Total Fees Previously Paid | | | | | | — | | \$0 |
| Total Fee Offsets | | | | | | — | | \$0 |
| Net Fee Due | | | | | | | | \$9,607.58 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, par value \$0.001 per share (“Common Stock”), of Inhibikase Therapeutics, Inc. (the “Registrant”), which become issuable under the Registrant’s 2020 Equity Incentive Plan, as amended (the “Option Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents an increase of 29,953,993 shares of Common Stock to the number of shares available for issuance under the Option Plan. Shares available for issuance under the Option Plan were previously registered on the Registrant’s registration statement on Form S-8 (Registration No. 333-259555) filed with the Securities and Exchange Commission (the “Commission”) on September 15, 2020.
- (3) The price of \$2.095 per share, which is the average of the high and low sale prices of Common Stock as quoted on the Nasdaq Capital Market on January 31, 2025, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price.