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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Lineage Cell Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

California

(State or other jurisdiction of
incorporation or organization)

94-3127919

(I.R.S. employer
identification number)

2173 Salk Avenue, Suite 200, Carlsbad, CA
(Address of principal executive offices)

92008
(Zip Code)

Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan

(Full title of the plan)

George A. Samuel III

General Counsel and Secretary

Lineage Cell Therapeutics, Inc.

2173 Salk Avenue, Suite 200 Carlsbad, CA 92008

(Name and address of agent for service)

(442) 287-8990

(Telephone number, including area code, of agent for service)

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Lineage Cell Therapeutics, Inc. (“Lineage”), with the U.S. Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 19,500,000 common shares that may be issued under the Lineage 2021 Equity Incentive Plan (the “2021 Plan”). At Lineage’s annual meeting of shareholders held on September 6, 2023, Lineage’s shareholders approved an amendment to the 2021 Plan to increase the number of common shares reserved for issuance of awards made thereunder by a total of 19,500,000.

Lineage previously filed a Registration Statement on Form S-8 with the Commission on September 28, 2021 ([File No. 333-259853](#)) (the “Prior Registration Statement”) to register an aggregate of 30,358,599 common shares available for issuance under the 2021 Plan, consisting of, at a maximum, the sum of (i) 15,000,000 shares and (ii) an estimated 15,358,599 Prior Plan Returning Shares (as defined in the 2021 Plan). This Registration Statement registers an additional 19,500,000 common shares for issuance under the 2021 Plan, thereby increasing the total number of common shares available for issuance under the 2021 Plan to an amount not to exceed the sum of (i) 34,500,000 shares and (ii) the Prior Plan Returning Shares, if any, as such shares become available from time to time.

This Registration Statement relates to securities of the same class as those registered under the Prior Registration Statement and is being filed in accordance with General Instruction E to Form S-8. Pursuant to such instruction, the contents of the Prior Registration Statement related to the 2021 Plan are hereby incorporated by reference in and made part of this Registration Statement, except to the extent supplemented, superseded or modified by the specific information set forth below and/or the specific exhibits attached under Item 8 hereto, pursuant to Rule 412 under the Securities Act of 1933, as amended (the “Securities Act”).

In accordance with the instructional Note to Part I of Form S-8, the information specified by Part I of Form S-8 has been omitted from this Registration Statement for offers of common shares pursuant to the 2021 Plan. The documents containing the information specified in Part I will be delivered to the participants in the 2021 Plan as required by Rule 428(b)(1) under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed as a part of or incorporated by reference into this Registration Statement:

<u>Exhibit No.</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
5.1	Opinion of Sheppard, Mullin, Richter & Hampton, LLP					X
23.1	Consent of WithumSmith+Brown, PC					X
23.2	Consent of Sheppard, Mullin, Richter & Hampton, LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (contained on the signature page of this Registration Statement)					X
99.1	Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan	8-K	001-12830-211254211	10.1	09/15/2021	
99.2	Amendment to the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan	8-K	001-12830-231242967	10.1	09/06/2023	
99.3	Form of Stock Option Grant Notice and Agreement for Employees and Consultants under the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan	10-Q	001-12830-211396840	10.4	11/10/2021	
99.4	Form of Stock Option Grant Notice and Agreement for Non-Employee Directors under the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan	10-Q	001-12830-211396840	10.5	11/10/2021	
99.5	Form of Restricted Stock Unit Award Grant Notice and Agreement under the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan	10-Q	001-12830-211396840	10.6	11/10/2021	
107.1	Filing Fee Table					X

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 Carlsbad, State of California, on November 13, 2023.

LINEAGE CELL THERAPEUTICS, INC.

By: /s/ Brian M Culley

Name: Brian M Culley

Title: Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Lineage Cell Therapeutics, Inc., constitutes and appoints Brian M. Culley and Jill Ann Howe, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign, execute and file this Registration Statement under the Securities Act of 1933, as amended, and any one or more amendments to any part of this Registration Statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Securities Act of 1933, as amended, to keep such Registration Statement effective or to terminate its effectiveness, with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such 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 in order to effectuate the same, as fully to all intents and purposes as he or she himself or herself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, 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/ Brian M. Culley</u> Brian M. Culley	Chief Executive Officer and Director (Principal Executive Officer)	November 13, 2023
<u>/s/ Jill Ann Howe</u> Jill Ann Howe	Chief Financial Officer (Principal Financial and Accounting Officer)	November 13, 2023
<u>/s/ Alfred D. Kingsley</u> Alfred D. Kingsley	Chair of the Board	November 13, 2023
<u>/s/ Dipti Amin</u> Dipti Amin	Director	November 13, 2023
<u>/s/ Deborah Andrews</u> Deborah Andrews	Director	November 13, 2023
<u>/s/ Don M. Bailey</u> Don M. Bailey	Director	November 13, 2023
<u>/s/ Neal C. Bradsher</u> Neal C. Bradsher	Director	November 13, 2023
<u>/s/ Anula Jayasuriya</u> Anula Jayasuriya	Director	November 13, 2023
<u>/s/ Michael H. Mulroy</u> Michael H. Mulroy	Director	November 13, 2023
<u>/s/ Angus C. Russell</u> Angus C. Russell	Director	November 13, 2023



Sheppard, Mullin, Richter & Hampton LLP
12275 El Camino Real, Suite 100
San Diego, CA 92130
www.sheppardmullin.com

November 13, 2023

VIA E-MAIL

Lineage Cell Therapeutics, Inc.
Attn: Board of Directors
2173 Salk Avenue, Suite 200
Carlsbad, CA 92008

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Lineage Cell Therapeutics, Inc., a California corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "SEC"), registering 19,500,000 common shares of the Company (the "Shares") that may be issued from time to time under the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan (as amended to date, the "Plan").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion, we have reviewed and relied upon the Registration Statement, the Company's restated articles of incorporation, as amended and in effect as of the date hereof (the "Articles of Incorporation"), the Company's amended and restated bylaws as in effect on the date hereof (the "Bylaws" and together with the Articles of Incorporation, the "Charter Documents"), the proceedings taken by the Company with respect to the authorization and adoption of the Plan, resolutions adopted by the board of directors of the Company, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. With respect to the foregoing documents, we have assumed (a) the genuineness of all signatures, (b) the authenticity of all documents submitted to us as originals and (c) the conformity to originals of all documents submitted to us as certified or reproduced copies. We have further assumed that (i) the common shares currently reserved for issuance under the Plan will remain available for the issuance of the Shares, and (ii) neither the Charter Documents nor any of the proceedings relating to either the Plan or any of the award agreements relating to the Shares will be rescinded, amended or otherwise modified prior to the issuance of the Shares. We have also obtained from public officials and officers of the Company certificates or comparable documents as to certain factual matters and, insofar as this opinion is based on matters of fact, we have relied on such certificates and comparable documents without independent investigation.

On the basis of the foregoing examination and in reliance thereon, subject to the further provisions hereof, we are of the opinion that if, as and when the Shares are issued and sold by the Company in accordance with the terms of the award agreements provided for under the Plan, and payment in full of the consideration therefor is received by the Company, the Shares will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

The foregoing opinion is limited to matters governed by the federal laws of the United States of America and the California General Corporation Law.

This opinion letter is rendered as of the date first written above solely for use in connection with the offer and sale of the Shares while the Registration Statement is in effect, and is not to be relied upon for any other purpose. We disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Plan, the award agreements related to the Shares or the Registration Statement.

Respectfully,

/s/ Sheppard, Mullin, Richter & Hampton LLP

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2023, relating to the consolidated financial statements of Lineage Cell Therapeutics, Inc. appearing in the entity's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ WithumSmith+Brown, PC

San Francisco, California
November 13, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Lineage Cell Therapeutics, 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 (2)	Maximum aggregate offering price	Fee rate	Amount of registration fee
Equity	Common Shares	Other	19,500,000	\$ 1.06(3)	\$ 20,670,000.00	0.0001476	\$ 3,050.89
Total Offering Amounts					\$ 20,670,000.00		\$ 3,050.89
Total Fee Offsets							—
Net Fee Due							\$ 3,050.89

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers such number of additional common shares that may become issuable under the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan by reason of any stock split, stock dividend, recapitalization, or any other similar transaction effected that results in an increase to the number of outstanding common shares of the registrant.
- (2) Estimated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.
- (3) The proposed maximum offering price is based on the average of the high and the low prices per common share of the registrant as reported on the NYSE American as of a date (November 10, 2023) within five business days prior to the filing of this Registration Statement.