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

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

CENTURY THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

84-2040295
(I.R.S. Employer Identification No.)

**25 North 38th Street, 11th Floor
Philadelphia, Pennsylvania 19104
(267) 817-5790**
(Address, including zip code, of principal executive offices)

CENTURY THERAPEUTICS, INC. 2021 EQUITY INCENTIVE PLAN
(Full title of the plans)

**Brent Pfeiffenberger, Pharm.D.
President and Chief Executive Officer
Century Therapeutics, Inc.
25 North 38th Street, 11th Floor
Philadelphia, Pennsylvania 19104
(267) 817-5790**
(Name, address and telephone number, including area code, of agent for service)

Copies to:
**Rachael M. Bushey
Jennifer Porter
Justin Platt
Goodwin Procter LLP
2005 Market Street, 32nd Floor
Philadelphia, PA 19103
(445) 207-7805**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer Accelerated filer Non-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 is being filed for the purpose of (i) registering an additional 3,025,220 shares of common stock, \$0.0001 par value per share (the “Common Stock”), of Century Therapeutics, Inc. (the “Registrant”) that were added to the shares authorized for issuance under the Century Therapeutics, Inc. 2021 Equity Incentive Plan (the “2021 Plan”) for which a Registration Statement on Form S-8 relating to the same employee benefit plan is effective.

The Registrant previously filed Registration Statements on Form S-8 (File Nos. 333-257644, 333-263666 and 333-270649) with the Securities and Exchange Commission (the “Commission”) to register 11,345,775 shares of Common Stock that were authorized for issuance under the 2021 Plan. Upon the effectiveness of this Registration Statement, an aggregate of 14,370,995 shares of Common Stock will be registered for issuance from time to time under the 2021 Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (File Nos. 333-257644, 333-263666 and 333-270649) filed with the Commission on [July 2, 2021](#), [March 17, 2022](#) and [March 17, 2023](#), respectively, are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statement are presented herein.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information specified in Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. 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 3. Incorporation of Documents by Reference.

The following documents of the Registrant, filed or to be filed with the Commission, are incorporated by reference in this Registration Statement as of their respective dates:

- (a) [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on March 14, 2024;](#)
- (b) [the Registrant’s Current Report on Form 8-K filed with the Commission on January 19, 2024;](#)
- (c) the description of the Common Stock contained in the Company’s [Registration Statement on Form 8-A filed with the Commission on June 14, 2021 \(File No. 001-40498\)](#), together with any amendment thereto filed with the Commission for the purpose of updating such description; and
- (d) All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit Number	Description of Exhibit
<u>4.1</u>	<u>Second Amended and Restated Certificate of Incorporation of Century Therapeutics, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-40498) filed on June 25, 2021)</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws of Century Therapeutics, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K (File No. 001-40498) filed on March 16, 2023)</u>
<u>5.1*</u>	<u>Opinion of Goodwin Procter LLP as to the legality of the securities being registered</u>
<u>23.1*</u>	<u>Consent of Ernst & Young LLP, independent registered public accounting firm for Century Therapeutics, Inc.</u>
<u>23.2*</u>	<u>Consent of Goodwin Procter LLP (contained in Exhibit 5.1)</u>
<u>24.1*</u>	<u>Powers of Attorney (included on the signature page of the Registration Statement)</u>
<u>99.1</u>	<u>Century Therapeutics, Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1/A (File No. 333-256648) filed on June 14, 2021)</u>
<u>99.2</u>	<u>Form of Stock Option Grant Notice and Award Agreement, under the 2021 Plan (incorporated herein by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 (File No. 333-256648) filed on May 28, 2021)</u>
<u>99.3</u>	<u>Form of Restricted Stock Unit Grant Notice and Award Agreement, under the 2021 Plan (incorporated herein by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 (File No. 333-256648) filed on May 28, 2021)</u>
<u>107*</u>	<u>Calculation of Registration Fees</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Philadelphia, Commonwealth of Pennsylvania, on this 14th day of March, 2024.

CENTURY THERAPEUTICS, INC.

By: /s/ Brent Pfeiffenberger, Pharm.D.
Brent Pfeiffenberger, Pharm.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Brent Pfeiffenberger, Pharm.D. and Douglas Carr and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments thereto) under the Securities Act increasing the number of securities for which registration is sought, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Brent Pfeiffenberger, Pharm.D.</u> Brent Pfeiffenberger, Pharm.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2024
<u>/s/ Douglas Carr</u> Douglas Carr	Interim Principal Financial Officer	March 14, 2024
<u>/s/ Joseph Jimenez</u> Joseph Jimenez	Chairman, Board of Directors	March 14, 2024
<u>/s/ Kimberly Blackwell, M.D.</u> Kimberly Blackwell, M.D.	Director	March 14, 2024
<u>/s/ Cynthia Butitta</u> Cynthia Butitta	Director	March 14, 2024
<u>/s/ Alessandro Riva, M.D.</u> Alessandro Riva, M.D.	Director	March 14, 2024
<u>/s/ Carlo Rizzuto, Ph.D.</u> Carlo Rizzuto, Ph.D.	Director	March 14, 2024
<u>/s/ Timothy Walbert</u> Timothy Walbert	Director	March 14, 2024
<u>/s/ Daphne Quimi</u> Daphne Quimi	Director	March 14, 2024



March 14, 2024

Century Therapeutics, Inc.
3675 Market Street
Philadelphia, Pennsylvania 19104

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

We have acted as counsel to you 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 3,025,220 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Century Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2021 Equity Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions 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 and other inquiries of officers of the Company.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery 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 the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan of Century Therapeutics, Inc. of our report dated March 14, 2024, with respect to the consolidated financial statements of Century Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
March 14, 2024

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

Century 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)(2)	Proposed Maximum Offering Price per Unit(3)	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001	457(c) and 457(h)	3,025,220	\$5.15	\$15,579,883.00	0.0001476	\$2,299.59
Total Offering Amounts					\$15,579,883.00		\$2,299.59
Total Fee Offsets(4)							---
Net Fee Due							\$2,299.59

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares of common stock, par value \$0.0001 (the “Common Stock”) of Century Therapeutics, Inc. (the “Registrant”) issuable under the Century Therapeutics, Inc. 2021 Equity Incentive Plan (the “Plan”) in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.
- (2) Represents 3,025,220 shares of Common Stock that were added to the shares authorized for issuance under the Plan on January 1, 2024 pursuant to an “evergreen” provision contained in the Plan.
- (3) This estimate is made pursuant to Rule 457(h) and Rule 457(c) of the Securities Act. The price shown is based upon the average of the high and low prices reported for the Common Stock on the Nasdaq Global Select Market on March 7, 2024.
- (4) The Registrant does not have any fee offsets.