
**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.)

**3675 Market Street
Philadelphia, Pennsylvania 19104
(267) 817-5790**
(Address, including zip code, of principal executive offices)

**CENTURY THERAPEUTICS, INC. 2021 EQUITY INCENTIVE PLAN
CENTURY THERAPEUTICS, INC. 2021 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

Oswaldo Flores, Ph.D.
President and Chief Executive Officer
Century Therapeutics, Inc.
3675 Market Street
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
Pepper Hamilton LLP
3000 Two Logan Square
Philadelphia, Pennsylvania 19103
(215) 981-4331

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. o

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of (i) registering an additional 2,750,276 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”) and (ii) registering an additional 550,055 shares of Common Stock that were added to the shares authorized for issuance under the Century Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”), for which a Registration Statement on Form S-8 relating to the same employee benefit plans is effective.

The Registrant previously filed a Registration Statement on Form S-8 ([File Nos. 333-257644](#)) with the Securities and Exchange Commission (the “Commission”) to register 5,640,711 shares of Common Stock and 564,071 shares of Common Stock that were authorized for issuance under the 2021 Plan and the 2021 ESPP, respectively. Upon the effectiveness of this Registration Statement, an aggregate of 8,390,987 shares of Common Stock and 1,114,126 shares of Common Stock will be registered for issuance from time to time under the 2021 Plan and 2021 ESPP, respectively. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 ([File No. 333-257644](#)) filed with the Commission on July 2, 2021 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 and the 2021 ESPP 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, 2021, filed with the Commission on March 17, 2022](#);
 - (b) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 10, 2022](#) and [January 13, 2022](#);
 - (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](#);
 - (d) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 10, 2022](#) and [January 13, 2022](#); and
 - (e) 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.
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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>Amended and Restated Bylaws of Century Therapeutics, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-40498) filed on June 25, 2021)</u>
<u>5.1*</u>	<u>Opinion of Troutman Pepper Hamilton Sanders 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 Troutman Pepper Hamilton Sanders 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>99.4</u>	<u>Century Therapeutics, Inc. 2021 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1/A (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 17th day of March, 2022.

CENTURY THERAPEUTICS, INC.

By: /s/ Osvaldo Flores, Ph.D.

Osvaldo Flores, Ph.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 Osvaldo Flores, Ph.D. and Michael Diem, M.D., 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/ Osvaldo Flores, Ph.D.</u> Osvaldo Flores, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 17, 2022
<u>/s/ Michael Diem, M.D.</u> Michael Diem, M.D.	Chief Business Officer (Principal Financial Officer)	March 17, 2022
<u>/s/ Joseph Jimenez</u> Joseph Jimenez	Chairman, Board of Directors	March 17, 2022
<u>/s/ Kimberly Blackwell, M.D.</u> Kimberly Blackwell, M.D.	Director	March 17, 2022
<u>/s/ Cynthia Butitta</u> Cynthia Butitta	Director	March 17, 2022
<u>/s/ Eli Casdin</u> Eli Casdin	Director	March 17, 2022
<u>/s/ Alessandro Riva, M.D.</u> Alessandro Riva, M.D.	Director	March 17, 2022
<u>/s/ Carlo Rizzuto, Ph.D.</u> Carlo Rizzuto, Ph.D.	Director	March 17, 2022



Troutman Pepper Hamilton Sanders LLP
3000 Two Logan Square, Eighteenth and Arch Streets
Philadelphia, PA 19103-2799

troutman.com

March 17, 2022

Board of Directors
Century Therapeutics, Inc.
3675 Market Street
Philadelphia, Pennsylvania 19104
Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Century Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of up to 2,750,276 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), of the Company, all of which are issuable pursuant to the Century Therapeutics, Inc. 2021 Equity Incentive Plan (the “**2021 Plan**”), as well as 550,055 shares of Common Stock (together, the “**Shares**”), all of which are issuable pursuant to the Century Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”). 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, 17 C.F.R. §229.601(b)(5), in connection with the Registration Statement, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of Shares.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs.). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Based upon, subject to and limited by the foregoing, we are of the opinion as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2021 Plan and the 2021 ESPP (together, the “Plans”), assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plan (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ TROUTMAN PEPPER HAMILTON SANDERS LLP

TROUTMAN PEPPER HAMILTON SANDERS 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 and 2021 Employee Stock Purchase Plan of Century Therapeutics, Inc. of our report dated March 17, 2022, 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, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania

March 17, 2022

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)	Proposed Maximum Offering Price per Unit(4)	Maximum Aggregate Offering Price(4)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001	457(c) and 457(h)	2,750,276(2)	\$ 13.32	\$ 36,633,676.32	0.0000927	\$ 3,395.95
Equity	Common Stock, par value \$0.0001	457(c) and 457(h)	550,055(3)	\$ 13.32	\$ 7,326,732.60	0.0000927	\$ 679.19
Total Offering Amounts					\$ 43,960,408.92		\$ 4,075.14
Total Fee Offsets(5)							---
Net Fee Due							\$ 4,075.14

- (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 “2021 Plan”) and the Century Therapeutics, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) 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 2,750,276 shares of Common Stock that were added to the shares authorized for issuance under the 2021 Plan on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 Plan.
- (3) Represents 550,055 shares of Common Stock that were added to the shares authorized for issuance under the 2021 ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2021 ESPP.
- (4) 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 15, 2022.
- (5) The Registrant does not have any fee offsets.