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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UNUM THERAPEUTICS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-5308248
(I.R.S. Employer
Identification Number)

**200 Cambridge Park Drive
Suite 3100
Cambridge, MA**
(Address of Principal Executive Offices)

02140
(Zip Code)

**Unum Therapeutics Inc. 2018 Stock Option and Incentive Plan
Unum Therapeutics Inc. 2018 Employee Stock Purchase Plan**
(Full Title of the Plans)

**Charles Wilson
Chief Executive Officer and President
Unum Therapeutics Inc.
200 Cambridge Park Drive, Suite 3100
Cambridge, Massachusetts 02140
(617) 945-5576**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Kingsley L. Taft, Esq.
Danielle M. Lauzon, Esq.
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, 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
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.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	1,226,522 (2)	\$0.35(4)	\$429,282.76	\$55.73
Common Stock, par value \$0.001 per share	306,630 (3)	\$0.30(5)	\$91,222.43	\$11.85
Total	1,533,152		\$520,505.19	\$67.58

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans 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 our 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 automatic increase to the number of shares available for issuance under the Registrant's 2018 Stock Option and Incentive Plan (the "2018 Plan"), in accordance with the automatic annual increase provision of the 2018 Plan, effective as of January 1, 2020. Shares available for issuance under the 2018 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on March 28, 2019 (Registration No. 333-230559) and April 4, 2018 (Registration No. 333-224137).
- (3) Represents an automatic increase to the number of shares available for issuance under the Registrant's 2018 Employee Stock Purchase Plan (the "2018 ESPP"), in accordance with the automatic annual increase provision of the 2018 ESPP, effective as of January 1, 2020. Shares available for issuance under the 2018 ESPP were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on March 28, 2019 (Registration No. 333-230559) and April 4, 2018 (Registration No. 333-224137).
- (4) The price of \$0.35 per share, which is the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Select Market on March 19, 2020, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on 85% of \$0.35, which is the average of the high and low sale prices of the Common Stock of the Registrant as quoted on the Nasdaq Global Select Market on March 19, 2020. Pursuant to the 2018 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the fair market value of a share of common stock on the first trading day of the offering period or on the exercise date, whichever is less.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the 2018 Stock Option and Incentive Plan (the “Plan”) and the 2018 Employee Stock Purchase Plan (the “ESPP”) of Unum Therapeutics Inc. (the “Registrant”) registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (SEC File No. 333-224137) of the Registrant is effective. Accordingly, the information contained in the Registrant’s Registration Statement on [Form S-8 \(SEC File No. 333-224137\)](#) is hereby incorporated by reference pursuant to General Instruction E, except for “Item 8. Exhibits” with respect to which the Exhibit Index is incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)

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 Boston, Commonwealth of Massachusetts, on this 26th of March, 2020.

UNUM THERAPEUTICS INC.

By: /s/ Charles Wilson

Charles Wilson, Ph.D.

Chief Executive Officer and President

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints Charles Wilson as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each 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 in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 26, 2020:

<u>Signature</u>	<u>Title(s)</u>
<u>/s/ Charles Wilson</u> Charles Wilson, Ph.D.	Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ Matthew Osborne</u> Matthew Osborne	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Bruce Booth</u> Bruce Booth, DPhil.	Director
<u>/s/ Jörn Aldag</u> Jörn Aldag	Director
<u>/s/ Karen Ferrante</u> Karen Ferrante, M.D.	Director
<u>/s/ Matthew Ros</u> Matthew Ros	Director
<u>/s/ Arlene Morris</u> Arlene Morris	Director



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

March 26, 2020

Unum Therapeutics Inc.
200 Cambridge Park Drive, Suite 3100
Cambridge, MA 02140

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 1,533,152 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Unum Therapeutics Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option Plan and 2018 Employee Stock Purchase Plan (collectively, the "Plans").

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 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 Plans, will be validly issued, fully paid and nonassessable.

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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Unum Therapeutics Inc. of our report dated March 26, 2020 relating to the financial statements, which appears in Unum Therapeutics Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 26, 2020