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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

COMPASS THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-4876496
(I.R.S. Employer
Identification No.)

**80 Guest Street, Suite 601
Boston, MA 02135
(617) 500-8864**
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Compass Therapeutics, Inc. 2020 Stock Option and Incentive Plan
(Full title of the plans)

**Thomas J. Schuetz
Chief Executive Officer
Compass Therapeutics, Inc.
80 Guest Street, Suite 601
Boston, MA 02135
(617) 500-8099**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Richard A. Hoffman
Finnbarr Murphy
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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the 2020 Stock Option and Incentive Plan (the “2020 Plan”) of Compass Therapeutics, Inc. (the “Registrant”) is being filed for the purpose of registering additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the 2020 Plan has previously been filed and is effective. Accordingly, pursuant to General Instruction E, the information contained in the Registrant’s registration statement on [Form S-8](#) (File No. 333-252103) is hereby incorporated by reference and made a part of this Registration Statement on Form S-8, except as presented below in Part II, Item 8. Exhibits.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	<u>Specimen Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 filed with the SEC on October 19, 2020)</u>
4.2	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on June 23, 2020)</u>
4.3	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.3 to the Current Report on Form 8-K filed with the SEC on June 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>2020 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on June 23, 2020)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

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, State of Massachusetts, on this 26 day of March, 2025.

COMPASS THERAPEUTICS, INC.

By: /s/ Thomas Schuetz

Name: Thomas Schuetz

Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Thomas J. Schuetz, Barry Shin and Carl L. Gordon 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 person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas J. Schuetz</u> Thomas J. Schuetz	Chief Executive Officer and Vice Chair of the Board (Principal Executive Officer)	March 26, 2025
<u>/s/ Barry Shin</u> Barry Shin	Chief Financial Officer (Principal Financial Officer)	March 26, 2025
<u>/s/ Neil Lerner</u> Neil Lerner	Chief Accounting Officer (Principal Accounting Officer)	March 26, 2025
<u>/s/ Carl L. Gordon</u> Carl L. Gordon	Chair of the Board	March 26, 2025
<u>/s/ Phil Ferneau</u> Phil Ferneau	Director	March 26, 2025
<u>/s/ Mary Ann Gray</u> Mary Ann Gray	Director	March 26, 2025
<u>/s/ Ellen Chiniara</u> Ellen Chiniara	Director	March 26, 2025
<u>/s/ James Boylan</u> James Boylan	Director	March 26, 2025
<u>/s/ Richard Lindahl</u> Richard Lindahl	Director	March 26, 2025



Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018

goodwinlaw.com
+1 212 813 8800

March 26, 2025

Compass Therapeutics, Inc.
80 Guest Street, Suite 601
Boston, MA 02135

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 19,731,458 shares (the "Shares") of Common Stock, par value \$0.0001 per share ("Common Stock"), of Compass Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2020 Stock Option and 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 amended and restated 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.

Compass Therapeutics, Inc.

March 26, 2025

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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 Form S-8 of our report dated February 27, 2025, with respect to the consolidated financial statements of Compass Therapeutics, Inc. and subsidiaries as of December 31, 2024 and 2023, and for the years then ended, which report is included in the Annual Report on Form 10-K of Compass Therapeutics, Inc. for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ CohnReznick LLP

Melville, New York

March 26, 2025

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)Compass 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 Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, 2020 Stock Option and Incentive Plan	Rule 457(c) and Rule 457(h)	1,909,114 shares ⁽²⁾	\$2.28 ⁽³⁾	\$4,343,234.35	\$0.00015310	\$664.95
Equity	Common Stock, par value \$0.0001 per share, 2020 Stock Option and Incentive Plan	Rule 457(h)	17,822,344 shares ⁽⁴⁾	\$3.02 ⁽⁵⁾	\$53,808,749.79	\$0.00015310	\$8,238.12
Total Offering Amounts					\$58,151,984.14		\$8,903.07
Total Fees Previously Paid							
Total Fee Offsets							
Net Fee Due							\$8,903.07

- (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 the Registrant’s common stock, \$0.0001 par value per share (the “Common Stock”), which become issuable under the under the 2020 Stock Option and Incentive Plan (the “2020 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.
- (2) Represents shares of Common Stock available for future issuance pursuant to an automatic increase to the number of shares available for issuance under the 2020 Plan of 5,512,810 effective as of January 1, 2025, 5,106,703 effective as of January 1, 2024, 5,059,808 effective as of January 1, 2023, and 4,052,137 effective as of January 1, 2022 (the “Evergreen Increase”). Shares available for issuance under the 2020 Plan were previously registered on a registration statement on Form S-8 (File No. 333-252103) filed with the Securities and Exchange Commission on January 14, 2021.
- (3) The price of \$2.28 per share, which is the average of the high and low sale prices of the Common Stock on the Nasdaq Capital Market on March 21, 2025, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act.
- (4) Represents shares of Common Stock subject to awards outstanding under the 2020 Plan.
- (5) Based on the weighted-average exercise price of the outstanding options granted under the 2020 Plan. The weighted average exercise price excludes 2.9 million shares of common stock issuable (subject to vesting) with respect to restricted stock units granted under the 2020 Plan.