

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

IOVANCE BIOTHERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware(State or other jurisdiction
of incorporation or organization)**75-3254381**

(IRS Employer Identification No.)

999 Skyway Road, Suite 150**San Carlos, California 94070**

(Address of registrant's principal executive offices, including zip code)

Iovance Biotherapeutics, Inc. 2018 Equity Incentive Plan

(Full title of the Plan)

Maria Fardis, Ph.D., M.B.A.**President and Chief Executive Officer****Iovance Biotherapeutics, Inc.****999 Skyway Road, Suite 150****San Carlos, California 94070**

(Name and address of agent for service)

(650) 260-7120

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

Copies to:**Emilio Ragosa**

DLA Piper LLP (US)

51 John F. Kennedy Parkway, Suite 120

Short Hills, New Jersey 07078

Telephone: (973) 520-2550

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. (Check one):

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common stock, \$0.000041666 par value, to be issued pursuant to the Registrant's 2018 Equity Incentive Plan, as amended	8,000,000 shares	\$ 29.30	\$ 234,400,000	\$ 30,425.12

(1) This registration statement (the "Registration Statement") covers shares of the Registrant's common stock, \$0.000041666 par value per share ("Common Stock"), which are issuable pursuant to 2018 Equity Incentive Plan, as amended (the "2018 Plan").

(2) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 2018 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's Common Stock.

(3) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the “1933 Act”), on the basis of the average of the high and low prices per share of Registrant’s Common Stock on June 15, 2020 as reported by The Nasdaq Stock Market.

PART II
Information Required in the Registration Statement

This Registration Statement relates to the registration of an additional 8,000,000 shares (the “Shares”) of the common stock, par value \$0.000041666 per share, of Iovance Biotherapeutics, Inc. (the “Registrant”). The Shares are securities of the same class and relate to the same employee benefit plan, the 2018 Equity Incentive Plan, which was amended as of June 8, 2020 (in the form attached hereto as Exhibit 99.1), as those registered pursuant to the Registrant’s registration statement on Form S-8, previously filed with the Securities and Exchange Commission on September 7, 2018. In accordance with General Instruction E of Form S-8, the contents of the Registrant’s registration statement on [Form S-8 \(File No. 333-227242\) filed with the Securities and Exchange Commission on September 7, 2018](#) are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

Item 8. Exhibits

Exhibit Number	Description of Document
4.1	Certificate of Incorporation of Registrant (incorporated herein by reference to Exhibit 3.3 to Registrant’s Current Report on Form 8-K filed with the Commission on June 2, 2017.)
4.2	Certificate of Amendment of Certificate of Incorporation of Registrant (incorporated herein by reference to Exhibit 3.1 to Registrant’s Current Report on Form 8-K filed with the Commission on June 27, 2017.)
4.3	Certificate of Amendment of Certificate of Incorporation of Registrant (incorporated herein by reference to Exhibit 3.1 to Registrant’s Current Report on Form 8-K filed with the Commission on June 11, 2019.)
4.4	Amended and Restated Bylaws of Registrant (incorporated herein by reference to Exhibit 3.1 to Registrant’s Current Report on Form 8-K filed with the Commission on May 27, 2020).
4.5	Specimen Common Stock Certificate of Registrant (incorporated herein by reference to Exhibit 4.2 to Registrant’s Annual Report on Form 10-K filed with the Commission on March 12, 2018).
4.6	Description of Securities (incorporated herein by reference to Exhibit 4.3 to Registrant’s Annual Report on Form 10-K filed with the Commission on February 25, 2020).
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of DLA Piper LLP (US) (contained in Exhibit 5.1).
23.2	Consent of Marcum LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page hereto).
99.1	Iovance Biotherapeutics, Inc. 2018 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed with the Commission on June 9, 2020).
99.2	Form of Incentive Stock Option Agreement under the 2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.10 of Registrant’s Annual Report on Form 10-K filed with the Commission on February 25, 2020).
99.3	Form of Non-Qualified Stock Option Agreement under the 2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.11 of Registrant’s Annual Report on Form 10-K filed with the Commission on February 25, 2020).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Carlos, State of California on this 19th day of June, 2020.

IOVANCE BIOTHERAPEUTICS, INC.

By _____ /s/ Maria Fardis, Ph.D., M.B.A.
 Maria Fardis, Ph.D., M.B.A.
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Maria Fardis, Ph.D., M.B.A. and Michael C. Swartzburg, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933 and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her or their substitute or substitutes, 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 June 19, 2020.

Signature	Title
_____ /s/ Maria Fardis, Ph.D., M.B.A. Maria Fardis, Ph.D., M.B.A.	President and Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ Michael C. Swartzburg Michael C. Swartzburg	Vice President, Finance (Interim Principal Financial and Accounting Officer)
_____ /s/ Athena Countouriotis, M.D. Athena Countouriotis, M.D.	Director
_____ /s/ Iain Dukes, D. Phil. Iain Dukes, D. Phil.	Director
_____ /s/ Ryan Maynard Ryan Maynard	Director
_____ /s/ Merrill A. McPeak Merrill A. McPeak	Director
_____ /s/ Wayne Rothbaum Wayne Rothbaum	Director
_____ /s/ Michael Weiser, M.D., Ph.D. Michael Weiser, M.D., Ph.D.	Director

DLA Piper LLP (US)
51 John F. Kennedy Parkway, Suite 120
Short Hills, New Jersey 07078
www.dlapiper.com
T: 973-520-2550
F: 973-520-2551
Attorneys Responsible for Short Hills Office:
Andrew P. Gilbert
Michael E. Helmer

June 19, 2020

Iovance Biotherapeutics, Inc.
999 Skyway Road, Suite 150
San Carlos, California 94070

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

Ladies and Gentlemen:

We have acted as counsel to Iovance Biotherapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation of a Registration Statement on Form S-8 (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement relates to the registration of 8,000,000 shares (the "**Plan Shares**") of the Company's common stock, par value \$0.000041666 per share, issuable under the Iovance Biotherapeutics, Inc. 2018 Equity Incentive Plan, as amended (the "**2018 Plan**"), as referenced in the Registration Statement.

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of the Certificate of Incorporation, as amended and the Amended and Restated Bylaws of the Company and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Plan Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the 2018 Plan and any award agreement entered into under the 2018 Plan, the Plan Shares will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the U.S. Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Iovance Biotherapeutics, Inc. on Form S-8 of our report dated February 25, 2020, with respect to our audits of the consolidated financial statements of Iovance Biotherapeutics, Inc. as of December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, and our report dated February 25, 2020 with respect to our audit of internal control over financial reporting of Iovance Biotherapeutics, Inc. as of December 31, 2019 appearing in the Annual Report on Form 10-K of Iovance Biotherapeutics, Inc. for the year ended December 31, 2019.

/s/ Marcum LLP

Marcum LLP
New York, NY
June 19, 2020
