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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

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**MiNK Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**82-2142067**  
(I.R.S. Employer  
Identification No.)

**149 Fifth Avenue, Suite 500, New York, NY**  
(Address of Principal Executive Offices)

**10010**  
(Zip Code)

**MiNK Therapeutics, Inc. 2021 Equity Incentive Plan  
MiNK Therapeutics, Inc. 2021 Employee Stock Purchase Plan**  
(Full titles of the plans)

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**Jennifer S. Buell, Ph.D.**  
**President, Chief Executive Officer and Director**  
**MiNK Therapeutics, Inc.**  
**149 Fifth Avenue, Suite 500**  
**New York, NY 10010**  
(Name and address of agent for service)

**(212) 994-8250**  
(Telephone number, including area code, of agent for service)

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*Please send a copy of all communications to:*

**Zachary Blume**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, MA 02199-3600**  
**617-951-7000**

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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.

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## Explanatory Note

This Registration Statement on Form S-8, relating to the 2021 Equity Incentive Plan (the “2021 EIP”) of MiNK Therapeutics, Inc. (the “Registrant”) and the 2021 Employee Stock Purchase Plan of the Registrant (the “ESPP”), 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 has previously been filed and is effective. Accordingly, pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File Nos. [333-273906](#) and [333-266170](#), filed with the Securities and Exchange Commission (the “SEC”) on August 11, 2023 and July 15, 2022 by the Registrant, respectively, relating to the 2021 EIP and the ESPP.

### Item 8. Exhibits.

#### Exhibit

- 4.1 [Amended and Restated Certificate of Incorporation \(previously filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on October 20, 2021 and incorporated herein by reference\).](#)
- 4.2 [Amended and Restated Bylaws \(previously filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on October 20, 2021 and incorporated herein by reference\).](#)
- 4.3 [MiNK Therapeutics, Inc. 2021 Equity Incentive Plan \(previously filed as Exhibit 10.6 to the registration statement on Form S-1/A filed on October 12, 2021 \(File No. 333-259503\) and incorporated herein by reference\).](#)
- 4.4 [MiNK Therapeutics, Inc. 2021 Employee Stock Purchase Plan \(previously filed as Exhibit 10.7 to the registration statement on Form S-1/A filed on October 12, 2021 \(File No. 333-259503\) and incorporated herein by reference\).](#)

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5.1	<a href="#"><u>Opinion of Ropes &amp; Gray LLP*</u></a>
23.1	<a href="#"><u>Consent of KPMG LLP*</u></a>
23.2	<a href="#"><u>Consent of Ropes &amp; Gray LLP (included in the opinion filed as Exhibit 5.1)*</u></a>
24.1	<a href="#"><u>Powers of Attorney (included on the signature page in Part II)*</u></a>
107	<a href="#"><u>Filing Fee Table*</u></a>

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\* 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 New York, NY, on this 13<sup>th</sup> day of August, 2024.

### MINK THERAPEUTICS, INC.

By: /s/ Jennifer S. Buell, Ph.D

Name: Jennifer S. Buell, Ph.D.

Title: President, Chief Executive Officer and Director

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jennifer S. Buell, Ph.D. and Christine M. Klaskin, and each of them singly, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, 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 on Form S-8 to be filed by MiNK Therapeutics, Inc. and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority 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, and each of them, or their 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 and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jennifer S. Buell, Ph.D.</u> Jennifer S. Buell, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2024
<u>/s/ Christine M. Klaskin</u> Christine M. Klaskin	Treasurer (Principal Accounting and Financial Officer)	August 13, 2024
<u>/s/ Garo H. Armen, Ph.D.</u> Garo H. Armen, Ph.D.	Chairman of the Board of Directors	August 13, 2024
<u>/s/ Peter Behner</u> Peter Behner	Director	August 13, 2024
<u>/s/ Brian Corvese</u> Brian Corvese	Director	August 13, 2024
<u>/s/ Barbara Ryan</u> Barbara Ryan	Director	August 13, 2024
<u>/s/ Ulf Wiinberg</u> Ulf Wiinberg	Director	August 13, 2024



August 13, 2024

MiNK Therapeutics Inc.  
49 Fifth Avenue, Suite 500  
New York, NY 10010

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by MiNK Therapeutics Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 1,729,951 shares of Common Stock, \$0.00001 par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's 2021 Equity Incentive Plan and the Company's 2021 Employee Stock Purchase Plan (each, a "Plan," and collectively, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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/ Ropes & Gray LLP

Ropes & Gray LLP



KPMG LLP  
Two Financial Center  
60 South Street  
Boston, MA 02111

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 21, 2024, with respect to the consolidated financial statements of MiNK Therapeutics, Inc, incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts  
August 13, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**MiNK 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 (3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.00001 par value per share	Rules 457(c) and 457(h)	1,383,961 (2)	\$0.798 (3)	\$1,104,400.88	0.00014760	\$163.01
Equity	Common stock, \$0.00001 par value per share	Rules 457(c) and 457(h)	345,990 (4)	\$0.798 (3)	\$276,100.02	0.00014760	\$40.75
<b>Total Offering Amounts</b>					\$1,380,500.90		\$203.76
<b>Total Fee Offsets (5)</b>							—
<b>Net Fee Due</b>							\$203.76

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of the registrant's common stock, par value \$0.00001 per share ("Common Stock"), as may issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Represents shares of Common Stock reserved for issuance under the MiNK Therapeutics, Inc. 2021 Equity Incentive Plan (the "2021 EIP") resulting from the annual "evergreen" increase in the number of authorized shares reserved and available for issuance under the 2021 EIP on January 1, 2024. The annual increase was equal to four percent (4%) of the number of shares of Common Stock issued and outstanding on December 31, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h) based on the average of the high and low prices of the registrant's Common Stock as reported on the Nasdaq Capital Market on August 9, 2024 to be \$0.8110 and \$0.7850, respectively.
- (4) Represents shares of Common Stock reserved for issuance under the MiNK Therapeutics, Inc. Employee Stock Purchase Plan (the "2021 ESPP") resulting from the annual "evergreen" increase in the number of authorized shares reserved and available for issuance under the 2021 EIP on January 1, 2024. The annual increase was equal to one percent (1%) of the number of shares of Common Stock issued and outstanding on December 31, 2023.
- (5) The Registrant does not have any fee off-sets.