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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GT BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

8000 Marina Blvd., Suite. 100, Brisbane, CA
(Address of Principal Executive Offices)

94-1620407

(I.R.S. Employer
Identification No.)

94005
(Zip Code)

GT Biopharma, Inc. 2022 Omnibus Incentive Plan
(Full title of the plan)

Manu Ohri, Chief Financial Officer
GT Biopharma, Inc.
8000 Marina Blvd., Suite 100
Brisbane, CA 94005

(Name and address of agent for service)

(800) 304-9888

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

Copies to:

Louis Wharton, Esq.
Stubbs Alderton & Markiles, LLP
15260 Ventura Boulevard, 20th Floor
Sherman Oaks, CA 91403

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.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The documents containing the information specified in this Item 1 will be sent or given to participants in the Registrant's 2022 Omnibus Incentive Plan (the "2022 Plan") as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registration Information and Employee Plan Annual Information

The documents containing the information specified in this Item 2 will be sent or given to participants in the 2022 Plan as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such documents, together with the documents incorporated by reference herein pursuant to Item 3 of Part II of this Registration Statement, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act, and are available upon written or oral request to: GT Biopharma, Inc., Attn: Secretary, 8000 Marina Boulevard, Suite 100, Brisbane, CA 94005, Telephone Number: (800) 304-9888.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have previously been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated in this Registration Statement by reference:

- The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 28, 2022 (File No. 001-40023);
- The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2022, filed with the Commission on May 16, 2022 (File No. 001-40023);
- The Registrant’s Current Report on [Form 8-K](#), filed with the Commission on February 18, 2022 (File No. 001-40023);
- The Registrant’s Current Report on [Form 8-K](#), filed with the Commission on March 8, 2022 (File No. 001-40023);
- The Registrant’s Current Report on [Form 8-K](#), filed with the Commission on June 10, 2022 (File No. 001-40023);
- The Registrant’s Current Report on [Form 8-K](#), filed with the Commission on June 14, 2022 (File No. 001-40023); and
- The description of the Registrant’s common stock as set forth in its registration statement on [Form S-1](#) (File No. 333-251311) filed with the Commission on December 11, 2020, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment 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 and to be a part hereof from the date of filing of such documents (such documents, and the documents listed above, hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document 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 Incorporated Document modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

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Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law authorizes a corporation’s board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the Registrant’s restated certificate of incorporation includes provisions that eliminate the personal liability of its directors for monetary damages for breach of their fiduciary duty as directors.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, the Registrant’s restated certificate of incorporation provides that:

- The Registrant shall indemnify any and all persons whom it has the power to indemnify pursuant to the Delaware General Corporation Law against any and all expenses, judgments, fines, amounts paid in settlement, and any other liabilities to the fullest extent permitted by such law and may, at the discretion of its board of directors, purchase and maintain insurance, at its expense, to protect itself and such persons against any expense, judgment, fine, amount paid in settlement or other liability, whether or not the Registrant would have the power to so indemnify such person under the Delaware General Corporation Law.
- If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Registrant shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.
- Any repeal or modification of the indemnification provisions in the Registrant’s restated certificate of incorporation by the Registrant’s stockholders shall not adversely affect any right or protection of a director of the Registrant existing at the time of such repeal or modification.

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The Registrant has entered into separate indemnification agreements with each of its directors that provide the maximum indemnity allowed to directors by Section 145 of the Delaware General Corporation Law and also to provide for certain additional procedural protections. The Registrant also maintains directors and officers insurance to insure such persons against certain liabilities.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its directors may be sufficiently broad to permit indemnification of the Registrant’s directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, the following exhibits are filed as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
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4.1	Restated Certificate of Incorporation of the Registrant as filed in Delaware September 10, 1996 and as thereafter amended through March 1, 2002. Incorporated by reference to Exhibit 3.A to the Registrant's Annual Report on Form 10-KSB (File No. 000-08092) filed with the Commission on April 1, 2002.
4.2	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant dated February 9, 2011. Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K (File No. 000-08092) filed on March 31, 2011.
4.3	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant effective as of July 19, 2017. Incorporated by reference to Exhibit 3.1 to the Registrant's amended Current Report on Form 8-K (File No. 000-08092) filed on March 15, 2018.
4.4	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant effective February 10, 2021. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40023) filed on February 11, 2021.
4.5	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant effective June 13, 2022. Incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-40023) filed on April 29, 2022.
4.6	Restated Bylaws. Incorporated by reference to Exhibit 3 to the Registrant's Quarterly Report on Form 10-QSB (File No. 000-08092) filed on August 14, 2003.
5.1	Opinion of Legal Counsel.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Legal Counsel (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).
99.1	GT Biopharma, Inc. 2022 Omnibus Incentive Plan. Incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-40023) filed on April 29, 2022.
107	Filing Fee Table.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act,

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement, and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that paragraphs A(1)(i) and A(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) that for the purpose of determining any liability under the Securities Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Registrant's offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Anaheim, State of California, on July 25, 2022.

GT BIOPHARMA, INC.
(Registrant)

By: /s/ Manu Ohri
Manu Ohri
Chief Financial Officer and Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Michael Breen and Manu Ohri as his true and lawful attorney-in-fact and agent with full power of substitution and re-substitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461, 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, 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 foregoing, 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 either 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, as amended, 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/ Michael Breen</u> Michael Breen	Executive Chairman and Interim Chief Executive Officer (Principal Executive Officer and Director)	July 25, 2022
<u>/s/ Manu Ohri</u> Manu Ohri	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	July 25, 2022
<u>/s/ Rajesh Shrotriya, M.D.</u> Rajesh Shrotriya, M.D.	Director	July 25, 2022
<u>/s/ Bruce Wendel</u> Bruce Wendel	Director	July 25, 2022
<u>/s/ Alan Urban</u> Alan Urban	Director	July 25, 2022

July 25, 2022

GT Biopharma, Inc.
8000 Marina Boulevard, Suite 100
Brisbane, CA 94005

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to which this letter is attached as Exhibit 5.1 filed by GT Biopharma, Inc., a Delaware corporation (the "Company"), in order to register under the Securities Act of 1933, as amended (the "Act"), 5,000,000 shares of Common Stock (the "Shares") of the Company, issuable pursuant to the Company's 2022 Omnibus Incentive Plan (the "2022 Plan").

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

Based on the foregoing, we are of the opinion that the Shares, upon issuance and sale in conformity with and pursuant to the 2022 Plan, and following receipt by the Company of the consideration therefor, will be duly and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement. We assume no obligation to inform you of any facts, circumstances, events or changes in the law that may hereafter be brought to our attention that may alter, affect or modify the opinion expressed herein.

Very truly yours,

/s/ Stubbs Alderton & Markiles, LLP

STUBBS ALDERTON & MARKILES, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
GT Biopharma, Inc.

We hereby consent to the incorporation by reference in the foregoing Registration Statement on Form S-8 pertaining to the registration of 5,000,000 shares of common stock of GT Biopharma, Inc. of our report dated March 28, 2022, relating to the consolidated financial statements of GT Biopharma, Inc. and Subsidiaries as of December 31, 2021 and 2020 which appear in GT Biopharma, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the Securities and Exchange Commission on March 28, 2022.

Weinberg & Company, P.A.
Los Angeles, California
July 25, 2022

PCAOB ID: 572

Calculation of Filing Fee Tables

FORM S-8
(Form Type)GT BIOPHARMA, 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	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	(2)	5,000,000	\$ 2.61	\$ 13,050,000.00	.0000927	\$ 1,209.74
Total Offering Amounts					\$ 13,050,000.00		\$ 1,209.74
Total Fee Offsets							—
Net Fee Due							\$ 1,209.74

- (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 GT Biopharma, Inc. 2022 Omnibus Incentive Plan (the “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 shares of our outstanding Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$2.61, the average of the high and low price of the registrant’s common stock on July 19, 2022, as reported on the Nasdaq Capital Market.