

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

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

DOGWOOD THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

85-4314201
(I.R.S. Employer Identification No.)

44 Milton Avenue, Alpharetta, GA
(Address of Principal Executive Offices)

30009
(Zip Code)

Dogwood Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan
(Full title of the plan)

Greg Duncan
Chief Executive Officer
Dogwood Therapeutics, Inc.
44 Milton Avenue
Alpharetta, GA 30009
(Name and address of agent for service)

(866) 620-8655
(Telephone number, including area code, of agent for service)

Copies to:

Darrick M. Mix, Esq.
Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103
(215) 979-1000

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. ☐

INTRODUCTORY NOTE

Dogwood Therapeutics, Inc. (the “**Registrant**”) has filed this registration statement on Form S-8 (this “**Registration Statement**”) to register under the Securities Act of 1933, as amended (the “**Securities Act**”), the offer and sale of 108,612 shares of the Registrant’s common stock, par value \$0.0001 per share (the “**Common Stock**”), not previously registered, pursuant to the Dogwood Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan, as amended (the “**Amended and Restated Plan**”). Such shares are being registered in addition to the Common Stock previously registered for issuance on the Registrant’s Registration Statements on Form S-8 concerning the Dogwood Therapeutics, Inc. 2020 Equity Incentive Plan (formerly the Virios Therapeutics, Inc. 2020 Equity Incentive Plan) filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on December 21, 2020 (Registration No. 333-251544) and on June 22, 2022 (Registration No. 333-265757) (the “**Prior Registration Statements**”).

Effective as of April 17, 2025, the Board of Directors of the Registrant authorized the registration of an additional 108,612 shares of Common Stock under the Amended and Restated Plan. In accordance with Instruction E to the General Instructions to Form S-8, the Registrant is registering the additional 108,612 shares of Common Stock which may, following approval of the Amended and Restated Plan by the Registrant’s stockholders, which occurred on June 18, 2025, be offered and sold under the Amended and Restated Plan pursuant to this Registration Statement, and the contents of the Prior Registration Statements are incorporated by reference herein except to the extent supplemented, amended or superseded by the information set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to employees 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.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), are incorporated into this Registration Statement by reference (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with the Commission’s rules):

- (a) [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on March 31, 2025;](#)
- (b) [The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, filed with the Commission on May 9, 2025;](#)
- (c) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [March 12, 2025](#), [March 14, 2025](#), [April 3, 2025](#), and [June 24, 2025](#); and
- (d) [The description of the Registrant’s shares of Common Stock contained in its registration statement on Form 8-A filed by the Registrant with the Commission on December 16, 2020 pursuant to Section 12\(b\) of the Exchange Act, including all amendments and reports filed for the purpose of updating such description.](#)

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not

deemed filed under such provisions. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein 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 8. Exhibits.

The following Exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
5.1*	<u>Opinion of Duane Morris LLP.</u>
10.1	<u>Dogwood Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan, as amended (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 24, 2025).</u>
23.1*	<u>Consent of Forvis Mazars, LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Duane Morris LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature pages of this Registration Statement).</u>
107.1*	<u>Filing Fee Table.</u>

* Filed herewith.

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 the 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 the 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% 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 the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do 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 the 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 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 the Registration Statement 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.
- (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 Commission 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 AND POWER OF ATTORNEY

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 Alpharetta, State of Georgia, on June 26, 2025.

DOGWOOD THERAPEUTICS, INC.

By: /s/ Greg Duncan
Greg Duncan
Chief Executive Officer
(Principal Executive Officer)

We, the undersigned officers and directors of Dogwood Therapeutics, Inc. (the “Company”), hereby constitute and appoint Greg Duncan and Angela Walsh, and each of them, his or her true and lawful attorneys-in-fact and agents, each 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, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so 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 date indicated.

Signatures	Title	Date
<u>/s/ Greg Duncan</u> Greg Duncan	Chairman of the Board of Directors, and Chief Executive Officer (Principal Executive Officer)	June 26, 2025
<u>/s/ Angela Walsh</u> Angela Walsh	Chief Financial Officer (principal financial and accounting officer)	June 26, 2025
<u>/s/ Abel De La Rosa</u> Abel De La Rosa	Director	June 26, 2025
<u>/s/ David Keefer</u> David Keefer	Director	June 26, 2025
<u>/s/ John C. Thomas, Jr.</u> John C. Thomas, Jr.	Director	June 26, 2025
<u>/s/ Melvin Toh, MD</u> Melvin Toh, M.D.	Director	June 26, 2025
<u>/s/ Richard J. Whitley, MD</u> Richard J. Whitley, MD	Director	June 26, 2025
<u>/s/ Alan Yu</u> Alan Yu	Director	June 26, 2025

EXHIBIT INDEX

Exhibit No.	Description
5.1*	<u>Opinion of Duane Morris LLP.</u>
10.1	<u>Dogwood Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 24,2025).</u>
23.1*	<u>Consent of Forvis Mazars, LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Duane Morris LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature pages of this Registration Statement).</u>
107.1*	<u>Filing Fee Table.</u>
*	Filed herewith.

NEW YORK
LONDON
SINGAPORE
PHILADELPHIA
CHICAGO
WASHINGTON, DC
SAN FRANCISCO
SILICON VALLEY
SAN DIEGO
LOS ANGELES
BOSTON
HOUSTON
DALLAS
FORT WORTH
AUSTIN

DuaneMorris®

www.duanemorris.com

HANOI
HO CHI MINH CITY
SHANGHAI
ATLANTA
BALTIMORE
WILMINGTON
MIAMI
BOCA RATON
PITTSBURGH
NORTH JERSEY
LAS VEGAS
SOUTH JERSEY
SYDNEY
MYANMAR

ALLIANCES IN MEXICO

Exhibit 5.1

June 26, 2025

Dogwood Therapeutics, Inc.
44 Milton Avenue
Alpharetta, GA 30009

Re: Exhibit 5.1 to Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to Dogwood Therapeutics, Inc., a Delaware corporation (the “Company”), in connection with its registration statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”), relating to the offering by the Company of up to 108,612 shares of the Company’s common stock, \$0.0001 par value per share (the “Shares”). The Shares subject to the Registration Statement are reserved for issuance pursuant to future awards under the Dogwood Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan (the “Amended and Restated Plan”). This opinion letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Amended and Restated Plan that would expand, modify or otherwise affect the terms of the Amended and Restated Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided

DUANE MORRIS LLP

30 SOUTH 17TH STREET
PHILADELPHIA, PA 19103-4196

PHONE: +1 215 979 1000 FAX: +1 215 979 1020

June 26, 2025

Page 2

to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations. As used herein, the term “Delaware General Corporation Law, as amended” includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Shares when issued and sold in accordance with the terms set forth in the Amended and Restated Plan, the applicable award agreement and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable

The opinion expressed herein is rendered as of the date hereof and is based on existing law, which is subject to change. Where our opinion expressed herein refers to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. We do not undertake to advise you of any changes in the opinion expressed herein from matters that may hereafter arise or be brought to our attention or to revise or supplement such opinion should the present laws of any jurisdiction be changed by legislative action, judicial decision or otherwise.

Our opinion expressed herein is limited to the matters expressly stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Duane Morris LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Dogwood Therapeutics, Inc. (the "Company") for the registration of securities available for issuance pursuant to the Company's Amended and Restated 2020 Equity Incentive Plan, of our report dated March 31, 2025, with respect to the consolidated financial statements of the Company, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024. Our report contains an explanatory paragraph describing conditions that raise substantial doubt about the Company's ability to continue as a going concern as described in Note 1 to the consolidated financial statements.

/s/ Forvis Mazars, LLP

Atlanta, Georgia
June 26, 2025

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

Dogwood Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	108,612 ⁽¹⁾	\$4.8025 ⁽²⁾	\$521,609.13	\$0.00015310	\$79.86
Total Fee Offsets							\$0
Net Fee Due							\$79.86

(1) Represents shares of common stock, \$0.0001 par value per share ("Common Stock"), of Dogwood Therapeutics, Inc. (the "Registrant") that are issuable pursuant to the Dogwood Therapeutics, Inc. Amended and Restated 2020 Equity Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional securities that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transactions.

(2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Capital Market on June 24, 2025.