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

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

Cardiff Oncology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

27-2004382
IRS Employer
Identification No.)

**11055 Flintkote Avenue
San Diego, CA 92121
(858) 952-7570**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2021 Omnibus Equity Incentive Plan
(Full title of the plan)

**Mark Erlander, Ph.D.
Chief Executive Officer
Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121
(858) 952-7570**

(Name, address including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Jeffrey J. Fessler, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza, 39th Floor
New York, New York 10112
(212) 653-8700**

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 Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional 2,000,000 shares of Common Stock that were reserved for issuance under the 2021 Omnibus Incentive Plan. The Registrant previously filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-8 on June 10, 2021 (SEC File No. 333-256978) (the “Prior Registration Statement”), registering shares of Common Stock issuable under the 2021 Omnibus Incentive Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Cardiff Oncology, Inc. (the “Company”) with the Commission are hereby incorporated by reference in this Registration Statement:

- [our Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on February 24, 2022;](#)
- [our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed with the SEC on May 5, 2022;](#)
- our Current Reports on Form 8-K or 8-K/A filed on [January 11, 2022](#), [January 18, 2022](#), [January 31, 2022](#), [April 8, 2022](#), [April 12, 2022](#), [June 9, 2022](#) and [June 14, 2022](#);
- [our definitive Proxy Statement on Schedule 14A for our 2022 Annual Meeting of Stockholders, filed with the SEC on April 14, 2022;](#) and
- [the description of our common stock contained in our Registration Statement on Form 8-A filed with the Commission on May 23, 2012, including any amendments or reports filed with the SEC for the purposes of updating such description.](#)

All other reports and documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that related to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such reports and documents.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein 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 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.

Exhibit Number	Description
3.1	<u>Amended and Restated Certificate of Incorporation. (incorporated by reference to Exhibit 3.1 to the Company's Form filed on November 25, 2011).</u>
3.2	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Appendix the Company's Proxy Statement on Schedule 14A filed on March 20, 2012).</u>
3.3	<u>By-Laws (incorporated by reference to Exhibit 3.2 to the Company's Form 10-12G filed on November 25, 2011).</u>
4.1	<u>Cardiff Oncology, Inc. 2021 Omnibus Equity Incentive Plan (incorporated by reference to Appendix A to the Company Proxy Statement on Schedule 14A filed on April 14, 2022).</u>
5.1*	<u>Opinion of Sheppard Mullin Richter & Hampton LLP</u>
23.1*	<u>Consent of Sheppard Mullin Richter & Hampton LLP (included in Exhibit 5.1)</u>
23.2*	<u>Consent of BDO USA, LLP</u>
24.1*	<u>Power of Attorney (contained on signature page)</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 San Diego, California, on July 12, 2022.

CARDIFF ONCOLOGY, INC.

By: _____ /s/ Mark Erlander
Mark Erlander
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Mark Erlander, with full power of substitution, his or her true and lawful attorney-in-fact to act for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, 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 order to effectuate the same as fully, to all intents and purposes, as he or she could do in person, hereby ratifying and confirming all that said attorneys-in-fact or substitutes, or 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 each of the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark Erlander</u> Mark Erlander	Chief Executive Officer and Director (Principal Executive Officer)	July 12, 2022
<u>/s/ James Levine</u> James Levine	Chief Financial Officer (Principal Financial and Accounting Officer)	July 12, 2022
<u>/s/ Rodney S. Markin</u> Rodney S. Markin	Chairman of the Board	July 12, 2022
<u>/s/ James O. Armitage</u> James O. Armitage	Director	July 12, 2022
<u>/s/ Mani Mohindru</u> Mani Mohindru	Director	July 12, 2022
<u>/s/ Gary W. Pace</u> Gary W. Pace	Director	July 12, 2022
<u>/s/ Renee P. Tannenbaum</u> Renee P. Tannenbaum	Director	July 12, 2022
<u>/s/ Lâle White</u> Lâle White	Director	July 12, 2022

Calculation of Filing Fee Tables

FORM S-8
(Form Type)**CARDIFF ONCOLOGY, 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(1)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee(3)
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share	457(c)	2,000,000	\$2.91	\$5,820,000	.0000927	\$540
Fees Previously Paid								
	Total Offering Amounts							\$540
	Total Fees Previously Paid							—
	Total Fee Offsets							—
	Net Fee Due							\$540

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents additional shares of the registrant’s common stock currently reserved for issuance under the Cardiff Oncology, Inc. 2021 Omnibus Equity Incentive Plan (the “2021 Plan”). To the extent that awards outstanding under the 2021 Plan are forfeited, cancelled, surrendered or terminated without issuance of shares, the shares of common stock subject to such awards will be available for future issuance under the 2021 Plan.
- (3) For purposes of computing the registration fee only. Pursuant to Rule 457(c) and (h), the Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices for the Registrant’s common stock on The Nasdaq Capital Market on July 11, 2022.

July 12, 2022

VIA ELECTRONIC MAIL ONLY

Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Cardiff Oncology, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, covering an additional 2,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), which may be issued pursuant to the Company's 2021 Equity Incentive Plan, as amended (the "Plan").

This Opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion, we have reviewed and relied upon the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, as amended, as in effect on the date hereof, the Company's Bylaws effective as in effect on the date hereof (the "Bylaws"), the proceedings taken by the Company with respect to the authorization and adoption of the Plan, resolutions adopted by the board of directors of the Company, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. With respect to the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original of all documents submitted to us as certified or reproduced copies. We have also assumed that the Shares will be uncertificated in accordance with Section 158 of the Delaware General Corporation Law, and the transfer agent therefor will register the purchaser thereof as the registered owner of any uncertificated Shares on its stock transfer books and records. We have further assumed that (a) shares of the Common Stock currently reserved for issuance under the Plan will remain available for the issuance of the Shares, and (b) neither the Company's charter documents nor any of the proceedings relating to either the Plan or any of the award agreements relating to the Shares will be rescinded, amended or otherwise modified prior to the issuance of the Shares. We have also obtained from public officials and officers of the Company certificates or comparable documents as to certain factual matters and, insofar as this opinion is based on matters of fact, we have relied on such certificates and comparable

documents without independent investigation. We have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan against proper payment and consideration thereof and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law and reported decisions of the Delaware courts interpreting such law.

This opinion letter is rendered as of the date first written above, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Plan, the award agreements related to the Shares or the Registration Statement.

Respectfully Submitted,

/s/ Sheppard, Mullin, Richter & Hampton LLP

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Consent of Independent Registered Public Accounting Firm

Cardiff Oncology, Inc.
San Diego, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated February 24, 2022, relating to the financial statements of Cardiff Oncology, Inc. (the "Company") appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ BDO USA, LLP

San Diego, California
July 12, 2022