

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

FORM S-8

**REGISTRATION STATEMENT
Under The Securities Act of 1933**

NEON THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-3915846
(I.R.S. Employer
Identification No.)

**40 Erie Street, Suite 110
Cambridge, MA 02139
(617) 337-4701**

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

**Neon Therapeutics, Inc. 2018 Stock Option and Incentive Plan
Neon Therapeutics, Inc. 2018 Employee Stock Purchase Plan**
(Full title of the plans)

Hugh O'Dowd
President and Chief Executive Officer
Neon Therapeutics, Inc.
40 Erie Street, Suite 110
Cambridge, MA 02139
(617) 337-4701

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

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

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	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
2018 Stock Option and Incentive Plan Common Stock, \$0.001 par value per share	1,132,570 ⁽²⁾	\$5.87	\$6,648,185.90	\$805.76
2018 Employee Stock Purchase Plan Common Stock, \$0.001 par value per share	283,142 ⁽⁴⁾	\$5.87	\$1,662,043.54	\$201.44
Total	1,415,712		\$8,310,229.44	\$1,007.20

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

- (2) Consists of 1,132,570 additional shares issuable under the 2018 Stock Option and Incentive Plan, which represents the automatic annual increase to the number of shares available for issuance under the 2018 Stock Option and Incentive Plan effective as of January 1, 2019.
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$5.87, the average of the high and low price of the registrant's Common Stock as reported on the NASDAQ Global Select Market on March 7, 2019.
 - (4) Consists of 283,142 additional shares issuable under the 2018 Employee Stock Purchase Plan, which represents the automatic annual increase to the number of shares available for issuance under the 2018 Employee Stock Purchase Plan effective as of January 1, 2019.
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STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of (i) an additional 1,132,570 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's 2018 Stock Option and Incentive Plan and (ii) an additional 283,142 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's 2018 Employee Stock Purchase Plan. This Registration Statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-225937, filed by the Registrant on June 28, 2018, relating to the Registrant's 2015 Stock Option and Grant Plan, 2018 Stock Option and Incentive Plan and 2018 Employee Stock Purchase Plan pursuant to General Instruction E.

PART II

Information Required in the Registration Statement

Item 8. Exhibits

Refer to the Exhibit Index on the next page for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38551) filed with the SEC on June 29, 2018)
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-38551) filed with the SEC on June 29, 2018)
4.3	Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated December 28, 2016 (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-225330) filed with the SEC on May 31, 2018)
5.1 *	Opinion of Goodwin Procter LLP
23.1 *	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2 *	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1 *	Power of attorney (included on the signature pages of this registration statement)
99.1	2018 Stock Option and Incentive Plan and forms of award agreements thereunder (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-225330) filed with the SEC on June 15, 2018)
99.2	2018 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-225330) filed with the SEC on June 15, 2018)

* 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 Cambridge, Commonwealth of Massachusetts, on this 11th day of March, 2019.

NEON THERAPEUTICS, INC.

By: _____ /s/ Hugh O'Dowd
Hugh O'Dowd
President, Chief Executive Officer and Principal Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Hugh O'Dowd and Yasir B. Al-Wakeel, B.M.B.Ch. as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's 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, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of 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 the following person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
_____ /s/ Hugh O'Dowd Hugh O'Dowd	President, Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2019
_____ /s/ Yasir B. Al-Wakeel Yasir B. Al-Wakeel, B.M.B.Ch.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 11, 2019
_____ /s/ Robert Bazemore Robert Bazemore	Director	March 11, 2019
_____ /s/ Robert Kamen Robert Kamen, Ph.D.	Director	March 11, 2019
_____ /s/ Eric Lander Eric S. Lander, Ph.D.	Director	March 11, 2019
_____ /s/ Cary Pfeffer Cary G. Pfeffer, M.D.	Director	March 11, 2019
_____ /s/ Stephen A. Sherwin Stephen A. Sherwin, M.D.	Director	March 11, 2019
_____ /s/ Robert Tepper Robert Tepper, M.D.	Director	March 11, 2019
_____ /s/ Meryl Zausner Meryl Zausner	Director	March 11, 2019



March 11, 2019

Neon Therapeutics, Inc.
40 Erie Street, Suite 110
Cambridge, MA 02139

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

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,415,712 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Neon Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan and 2018 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Neon Therapeutics, Inc. of our report dated March 11, 2019 relating to the financial statements, which appears in Neon Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 11, 2019