

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**PALATIN  
TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its  
charter)

**Delaware**

(State or other jurisdiction of incorporation  
or organization)

**95-4078884**

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

**4B Cedar Brook Drive, Cranbury,  
New Jersey**

(Address of Principal Executive Offices)

**08512**

(Zip Code)

**Palatin Technologies, Inc. 2011 Stock Incentive Plan,  
As Amended and Restated**

(Full title of the plan)

**Stephen T. Wills, Executive Vice President, Chief Financial Officer, and Chief Operating  
Officer**

**4B Cedar Brook Drive  
Cranbury, New Jersey 08512**

(Name and address of agent for service)

**(609) 495-2200**

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

Please send copies of all communications to:

**Faith L. Charles, Esq.  
Thompson Hine LLP  
335 Madison Avenue, 12th Floor  
New York, NY 10017  
(212) 908-3905**

**Stephen A. Slusher, Esq.  
Chief Legal Officer  
4B Cedar Brook Drive  
Cranbury, NJ 08512  
(609) 495-2200**

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**

A certificate of amendment (the “Amendment”) of the articles of incorporation of Palatin Technologies, Inc. for a 1-for-25 reverse split of issued and outstanding common stock (the “Reverse Stock Split”) was effective as of 5:00 p.m. Eastern Time on August 30, 2022. Unless otherwise indicated, all share numbers herein, including common stock registered hereunder and registered under prior registration statements, give effect to the Reverse Stock Split.

This registration statement on Form S-8 registers 1,000,000 additional shares of common stock available for issuance under the 2011 Stock Incentive Plan, as amended (the “Plan”). Up to 179,548 shares of common stock available for issuance under the Plan were previously registered on Form S-8, filed by the Company on May 16, 2011, File No. 333-174257; up to 140,000 shares of common stock available for issuance under the Plan were previously registered on Form S-8, filed by the Company on September 30, 2013, File No. 333-191467; up to 120,000 shares of common stock available for issuance under the Plan were previously registered on Form S-8, filed by the Company on July 31, 2015, File No. 333-206009; up to 100,000 shares of common stock available for issuance under the Plan were previously registered on Form S-8, filed by the Company on November 15, 2016, File No. 333-214618; up to 400,000 shares of common stock available for issuance under the Plan were previously registered on Form S-8, filed by the Company on November 14, 2017, File No. 333-221554; and up to 400,000 shares of common stock available for issuance under the Plan were previously registered on Form S-8, filed by the Company on September 14, 2018, File No. 333-227354 (the “Prior Registration Statement”).

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated by reference in this registration statement. Only those items of Form S-8 containing new information not contained in the Prior Registration Statement are presented herein.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The information required by Part I is included in documents sent or given to participants in the Plan pursuant to Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”), and has been omitted from this registration statement in accordance with the Note to Part I of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.** The following documents, which we have filed with the Securities and Exchange Commission (the "SEC"), are incorporated by reference in this registration statement:

- The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2022, filed with the SEC on September 22, 2022; and
- The description of our common stock contained in our registration statement on Form 8-A, filed with the SEC on December 13, 1999, File No. 001-15543, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment that indicates that all shares of common stock offered hereby have been sold or which deregisters all shares of common stock then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with SEC rules shall not be deemed incorporated by reference into this registration statement. Any statement contained herein or in a document, all or a portion of which is 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 amended, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Not applicable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

The following exhibits are filed with this registration statement, or incorporated by reference as noted:

Exhibit Number	Description	Filed Herewith	Form	Filing Date	SEC File No.
<a href="#">4.1</a>	<a href="#">Restated Certificate of Incorporation of Palatin Technologies, Inc., as amended.</a>		10-K	September 27, 2013	001-15543
<a href="#">4.2</a>	<a href="#">Certificate of Amendment to the Restated Certificate of Incorporation of Palatin Technologies, Inc., as amended.</a>		8-K	August 31, 2022	001-15543
<a href="#">4.3</a>	<a href="#">Amended and Restated Bylaws of Palatin Technologies, Inc.</a>		8-K	September 17, 2021	001-15543
<a href="#">4.4</a>	<a href="#">2011 Stock Incentive Plan, as amended on June 24, 2022.</a>	X			
<a href="#">5.1</a>	<a href="#">Opinion of Thompson Hine LLP.</a>	X			
<a href="#">23.1</a>	<a href="#">Consent of Thompson Hine LLP.†</a>	X			
<a href="#">23.2</a>	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>	X			
<a href="#">24.1</a>	<a href="#">Power of Attorney.††</a>	X			
<a href="#">107</a>	<a href="#">Filing Fee Table.</a>	X			

† Included in Exhibit 5.1.

†† Included in the signature page of this registration statement.

## 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 of 1933;
  - (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;
  - (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 registration statement is on Form S-8, and 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 Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

- (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 of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this 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 of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 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 Township of Cranbury, State of New Jersey, on September 26, 2022.

### PALATIN TECHNOLOGIES, INC.

By: /s/ Stephen T. Wills

Stephen T. Wills, CPA, MST  
Executive Vice President, Chief Financial  
Officer and Chief Operating Officer

## POWER OF ATTORNEY

We, the undersigned officers and directors of Palatin Technologies, Inc., severally constitute Carl Spana and Stephen T. Wills, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, including post-effective amendments, to file the same, with all exhibits thereto, with the Securities and Exchange Commission, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Palatin Technologies, Inc. to comply with all requirements of the Securities and Exchange Commission.

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 date indicated.

Signature	Title	Date
/s/ Carl Spana _____ Carl Spana	President, Chief Executive Officer and Director (principal executive officer)	September 26, 2022
/s/ Stephen T. Wills _____ Stephen T. Wills	Executive Vice President, Chief Financial Officer and Chief Operating Officer (principal financial and accounting officer)	September 26, 2022
/s/ John K.A. Prendergast _____ John K.A. Prendergast	Chairman and Director	September 26, 2022
/s/ Robert K. deVeer, Jr _____ Robert K. deVeer, Jr.	Director	September 26, 2022
/s/ J. Stanley Hull _____ J. Stanley Hull	Director	September 26, 2022
/s/ Alan W. Dunton _____ Alan W. Dunton	Director	September 26, 2022



/s/ Arlene M. Morris

Director

September 26,  
2022

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Arlene M. Morris

/s/ Anthony M. Manning

Director

September 26,  
2022

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Anthony M. Manning