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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

ITEOS THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

37-3365066
(I.R.S. Employer
Identification No.)

**321 Arsenal Street
Watertown, MA 02472
(339) 217-0162**
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

iTeos Therapeutics, Inc. 2020 Stock Option and Incentive Plan
(Full title of the plans)

Michel Detheux, Ph.D.
Chief Executive Officer
iTeos Therapeutics, Inc.
321 Arsenal Street
Watertown, MA 02472
(339) 217-0162
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Paul M. Kinsella
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
(617) 951-7000

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

EXPLANATORY NOTE

This Registration Statement is filed to register an additional 1,773,300 shares of the Registrant's common stock, par value \$0.001 per share, for issuance under the iTeos Therapeutics, Inc. 2020 Stock Option and Incentive Plan. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities of the same class, and, pursuant to such instruction, the contents of the Registration Statements on Form S-8 (Registration Nos. 333-240144 and 333-254670) filed with the Securities and Exchange Commission on [July 28, 2020](#) and [March 24, 2021](#), respectively are incorporated herein by reference.

Part II

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Form of Second Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239415)).</u>
4.2	<u>Form of Amended and Restated Bylaws (Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239415)).</u>
4.3	<u>Amended and Restated Stockholders' Agreement, dated as of March 24, 2020 (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239415)).</u>
5.1*	<u>Opinion of Ropes & Gray LLP.</u>
23.1*	<u>Consent of Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL.</u>
23.2*	<u>Consent of Ropes & Gray LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2019 Stock Option and Grant Plan, and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239415)).</u>
99.2	<u>2020 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, as amended (File No. 333-239415)).</u>
99.3	<u>2020 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.5 to the registrant's Registration Statement on Form S-1, as amended (File No. 333-239415)).</u>
107*	<u>Calculation of 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 the City of Watertown, State of Massachusetts, on this 23rd day of March, 2022.

ITEOS THERAPEUTICS, INC.

By: /s/ Michel Detheux

Name: Michel Detheux

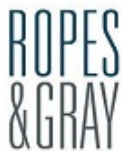
Title: *Chief Executive Officer*

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michel Detheux and Matthew Gall, and each of them, either of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents with full power of substitution and re-substitution, 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 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 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 premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done or 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.

Name	Title	Date
<u>/s/ Michel Detheux</u> Michel Detheux	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	March 23, 2022
<u>/s/ David L. Hallal</u> David L. Hallal	Director and Chairman of the Board of Directors	March 23, 2022
<u>/s/ Matthew Gall</u> Matthew Gall	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	March 23, 2022
<u>/s/ Detlev Biniszkievicz</u> Detlev Biniszkievicz	Director	March 23, 2022
<u>/s/ Aaron Davis</u> Aaron Davis	Director	March 23, 2022
<u>/s/ Derek DiRocco</u> Derek DiRocco	Director	March 23, 2022
<u>/s/ Tim Van Hauwermeiren</u> Tim Van Hauwermeiren	Director	March 23, 2022
<u>/s/ Tony Ho</u> Tony Ho	Director	March 23, 2022
<u>/s/ Robert Iannone</u> Robert Iannone	Director	March 23, 2022
<u>/s/ Ann D. Rhoads</u> Ann D. Rhoads	Director	March 23, 2022
<u>/s/ Matthew Roden</u> Matthew Roden	Director	March 23, 2022



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

March 23, 2022

iTeos Therapeutics, Inc.
321 Arsenal Street
Watertown, MA 02472

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by iTeos Therapeutics, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 1,773,300 shares of Common Stock, \$0.001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's 2020 Stock Option and Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 23, 2022 relating to the financial statements of iTeos Therapeutics, Inc. appearing in the Annual Report on Form 10-K of iTeos Therapeutics, Inc. for the year ended December 31, 2021.

/s/ Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL

Zaventem, Belgium

March 23, 2022

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)

iTeos Therapeutics, 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, \$0.001 par value per share	Rule 457(c) and 457(h)	1,773,300 (2)	\$36.18 (3)	\$64,157,994	0.0000927	\$5,947.45
Total Offering Amounts					\$64,157,994		—
Total Fee Offsets (4)							—
Net Fee Due							\$5,947.45

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (“Registration Statement”) shall also cover any additional shares of the common stock of iTeos Therapeutics, Inc. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents additional shares of the Registrant’s common stock automatically reserved and available for issuance under the Registrant’s 2020 Stock Option and Incentive Plan (the “2020 Plan”) resulting from the annual “evergreen” increase in the number of authorized shares reserved and available for issuance under the 2020 Plan on January 1, 2022. The annual increase is equal to the lesser of (a) 5% of the number of shares of the Registrant’s common stock and common stock equivalents issued and outstanding on each December 31 immediately prior to the date of increase and (b) such number of shares determined by the Registrant’s board of directors.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$36.18 was computed by averaging the high (\$36.66) and low (\$35.70) prices of a share of the Registrant’s common stock as reported on The Nasdaq Global Select Market on March 17, 2022.
- (4) The Registrant does not have any fee off-sets.