

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

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

BONE BIOLOGICS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-1743430
(I.R.S. Employer
Identification No.)

2 Burlington Woods Drive, Suite 100
Burlington, MA 01803
(Address of principal executive offices) (Zip code)

Bone Biologics Corporation 2015 Equity Incentive Plan
(Full title of the plan)

Jeffrey Frelick
Chief Executive Officer
Bone Biologics Corporation
2 Burlington Woods Drive, Suite 100
Burlington, MA 01803
(Name and address of agent for service)

(781) 552-4452
(Telephone number, including area code, of agent for service)

Copy to:
Alexander R. McClean
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, NY 14604
(585) 231-1248

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated non-accelerated filer, smaller reporting company, or an emerging growth company. See 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 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

On August 3, 2016, Bone Biologics Corporation, or the Company, filed a Registration Statement on Form S-8 (File No. 333-212890), or the Original Registration Statement, with the Securities and Exchange Commission, to register an aggregate of 35,918 shares of common stock of the Company, par value \$0.001 per share, or Common Stock, that may be issued pursuant to the Company's 2015 Equity Incentive Plan, or the 2015 Plan.

The Company is filing this Registration Statement to register an additional 5,000,000 shares of Common Stock that may be issued under the 2015 Plan. The Company's stockholders approved increasing the shares of Common Stock under the 2015 Plan by 5,000,000 shares at the Company's Annual Meeting of Stockholders on September 12, 2023.

All of the share amounts presented herein reflect the 30-to-1 reverse stock split effective June 5, 2023, the 2.5-to-1 reverse stock split effective October 8, 2021, and the 10-to-1 reverse stock split effective July 16, 2018.

The Original Registration Statements is currently effective. Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement, including all attachments and exhibits thereto, are incorporated herein by reference, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by Bone Biologics Corporation (the “Company,” or “our,”) with the Securities and Exchange Commission under the Securities Exchange Act of 1934 (the “Exchange Act”) are incorporated by reference in this registration statement (except for portions thereof furnished or otherwise not filed with the SEC pursuant to Items 2.02 or 7.01 of Form 8-K and corresponding information furnished under Item 9.01 of Form 8-K, which are deemed not to be incorporated by reference into this Registration Statement):

- Our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed on March 30, 2023;
- Our Quarterly Reports on Form 10-Q for the periods ended [March 31, 2023](#) and [June 30, 2023](#) filed on May 15, 2023 and August 14, 2023, respectively;
- Our Current Reports on Form 8-K filed with the SEC on [May 19, 2023](#), [June 6, 2023](#), [June 16, 2023](#), [July 5, 2023](#), and [September 12, 2023](#); and
- The description of the Common Stock incorporated by reference to our Registration Statement on [Form 8-A](#) that was filed with the SEC on October 8, 2021, including any amendment or report filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement (except for the portions thereof furnished or otherwise not filed with the SEC which are deemed not to be incorporated by reference into this Registration Statement), but prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any statement contained in a 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 herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any 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 No.	Description
4.1	Amended and Restated Articles of Incorporation, of Bone Biologics Corporation, as filed with the Delaware Secretary of State on July 28, 2014 (incorporated herein by reference to Exhibit 3.1(i) to current report on Form 8-K, File No. 000-53078, filed September 25, 2014)
4.2	Certificate of Amendment as filed with the Delaware Secretary of State on June 5, 2023 (incorporated herein by reference to Exhibit 3.1 to current report on Form 8-K, File No. 000-40899, filed June 6, 2023)
4.3	Amended and Restated Bylaws of Bone Biologics Corporation (incorporated herein by reference to Exhibit 3.1 to current report on Form 8-K, File No. 000-53078, filed March 8, 2022)
5.1*	Opinion of Harter Secrest & Emery LLP
23.1*	Consent of Independent Registered Public Accounting Firm, Weinberg & Company, P.A.
23.2*	Consent of Harter Secrest & Emery LLP (included in the opinion filed as Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page of this registration statement)
99.1	Bone Biologics Corporation 2015 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to current report on Form 8-K, File No. 000-53078, filed January 4, 2016)
99.2	First Amendment to the registrant’s 2015 Equity Incentive Plan (Incorporated by reference to Annex B to the registrant’s Proxy Statement on Schedule 14A filed August 3, 2023).
107*	Filing Fee Table

*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 Burlington, in the Commonwealth of Massachusetts, on September 15, 2023.

BONE BIOLOGICS CORPORATION

By: /s/ Jeffrey Frelick
Jeffrey Frelick
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Bone Biologics Corporation, hereby constitute and appoint Jeffrey Frelick, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstituting, to sign for him or her and in his or her name in the capacities indicated below any and all amendments or supplements to this registration statement on Form S-8 (including post-effective amendments and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and otherwise) and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney full power and authority to do and perform each and every act and thing requisite or 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 our signatures to said amendments to this registration statement signed by our said attorney and all else that said attorney may lawfully do and cause to be done by virtue hereof. Each of the undersigned has executed this power of attorney as of the date indicated.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jeffrey Frelick</u> Jeffrey Frelick	Chief Executive Officer (Principal Executive Officer)	September 15, 2023
<u>/s/ Deina H. Walsh</u> Deina H. Walsh	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 15, 2023
<u>/s/ Don R. Hankey</u> Don R. Hankey	Chairman of the Board of Directors	September 15, 2023
<u>/s/ Bruce Stroever</u> Bruce Stroever	Director	September 15, 2023
<u>/s/ Erick Lucera</u> Erick Lucera	Director	September 15, 2023
<u>/s/ Siddhesh Angle</u> Siddhesh Angle	Director	September 15, 2023



September 15, 2023

Bone Biologics Corporation
2 Burlington Woods Dre., Suite 100
Burlington, MA 01803

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Bone Biologics Corporation, a Delaware corporation (the “Company”), in connection with its filing of a Registration Statement on Form S-8, together with the exhibits thereto (the “Registration Statement”) to be filed on the date hereof, with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the registration of an additional 5,000,000 shares of the Company’s common stock (the “Shares”), par value \$0.001 per share, for issuance pursuant to the terms of the Bone Biologics Corporation 2015 Equity Incentive Plan, as amended by Amendment No. 1 (the “Plan”). This opinion is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the filing of the Registration Statement.

For purposes of this opinion, we have with your permission made the following assumptions, in each case without independent verification: (i) the due authorization, execution and delivery of all documents by all the parties thereto; (ii) the genuineness of all signatures on all documents submitted to us; (iii) the authenticity and completeness of all documents, corporate records, certificates and other instruments (the “Records”) submitted to us; (iv) that photocopy, electronic, certified, conformed, facsimile and other copies submitted to us of the Records conform to the original Records; (v) the legal capacity of all individuals executing documents; (vi) that all documents are the valid and binding obligations of each of the parties thereto, enforceable against such parties in accordance with their respective terms and that no such documents have been amended or terminated orally or in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion are true and correct; and (viii) that at the time the Shares are issued, the Company will be validly existing and there will be sufficient Shares authorized under the Company’s Amended and Restated Articles of Incorporation, as amended and then in effect, and not otherwise issued or reserved for issuance. As to all questions of fact material to this opinion, we have relied (without independent verification) upon certificates or comparable documents of officers and representatives of the Company.

1600 BAUSCH & LOMB PLACE ROCHESTER, NY 14604-2711 PHONE: 585.232.6500 FAX: 585.232.2152

rochester, ny • buffalo, ny • albany, ny • corning, ny • new york, ny

Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

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September 15, 2023
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Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement with the SEC, (ii) issuance of the Shares in accordance with the terms and conditions of the Plan, and (iii) receipt by the Company of the legal consideration for the Shares as specified in the Plan in an amount no less than the par value of such Shares, the Shares will be validly issued, fully paid and non-assessable.

We express no opinion with respect to the effect of any law other than the law of the State of New York, and the applicable provisions of the Delaware General Corporate Law (the “DGCL”) as currently in effect.

This opinion letter has been prepared in accordance with the customary practice of lawyers who regularly give, and lawyers who regularly advise opinion recipients concerning, opinions of the type contained herein.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly addressed herein from any matter stated in this letter.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder. This opinion is rendered to you as of the date hereof and we assume no obligation to advise you or any other person hereafter with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even though the changes may affect the legal analysis or legal conclusion or other matters in this letter.

Very truly yours,

/s/ Harter Secrest & Emery LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to Bone Biologics 2015 Equity Incentive Plan, as amended September 12, 2023, of our report dated March 30, 2023, relating to the consolidated financial statements of Bone Biologics Corporation as of December 31, 2022 and 2021, and for the years then ended, which appear in Bone Biologics Corporation’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on March 30, 2023.

/s/ Weinberg & Company, P.A.
Los Angeles, California
September 15, 2023

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Bone Biologics Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	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	Other ⁽¹⁾	5,000,000 ⁽²⁾ ₍₃₎	\$ 0.635 ⁽¹⁾	\$3,175,000	.00011020	\$ 349.89
	Total Offering Amounts				\$3,175,000		\$ 349.89
Total Fee Offsets							— ⁽⁴⁾
Net Fee Due							\$ 349.89

(1) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended (the “Securities Act”), solely for purposes of calculating the registration fee. The price for Bone Biologics Corporation’s (the “Company”) common stock, \$0.001 par value per share (“Common Stock”) being registered hereby is based on a price of \$0.635 per share of Common Stock, which is the average of the high (\$0.655) and low (\$0.615) trading prices for a share of Common Stock on September 12, 2023, as reported on the Nasdaq Stock Market.

(2) Reflects 5,000,000 additional shares of Common Stock issuable under the Bone Biologics Corporation 2015 Equity Incentive Plan (the “Plan”), as a result of an increase approved by the stockholders of the Company at its 2023 Annual Meeting of Stockholders on September 12, 2023. The Additional Shares are in addition to the shares of Common Stock previously registered for issuance under the Plan pursuant to the Company’s Registration Statement on Form S-8 (File No. 333-212890) filed with the Securities and Exchange Commission on August 3, 2016.

(3) Pursuant to Rule 416(a) of the Securities Act, this Registration Statement also covers any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Common Stock.

(4) The Company does not have any fee offsets.