
**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, Esq.
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 filer, a non-accelerated filer, a 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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed by Bone Biologics Corporation (the “Company”) to register an additional 5,000,000 shares (the “Additional Shares”) of the Company’s common stock, par value \$0.001 per share (“Common Stock”), issuable under the Bone Biologics Corporation 2015 Equity Incentive Plan, as amended (the “Plan”). 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 Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “SEC”) on (i) August 4, 2016 ([File No. 333-212890](#)) and (ii) September 15, 2023 ([File No. 333-274545](#)) (collectively, the “Prior Registration Statements”).

The Additional Shares being registered hereby reflect the 1-for-6 reverse stock split effective June 10, 2025.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement, except to the extent modified, superseded, or amended by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Company with the SEC under the Securities Exchange Act of 1934, as amended (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, 2024 filed with the SEC on February 26, 2025;
- Our Quarterly Reports on Form 10-Q for the periods ended [March 31, 2025](#) and [June 30, 2025](#) filed with the SEC on May 12, 2025 and August 14, 2025, respectively;
- Our Current Reports on Form 8-K filed with the SEC on [April 1, 2025](#), [April 11, 2025](#), [May 30, 2025](#), [June 6, 2025](#), [June 26, 2025](#), and [June 30, 2025](#); 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, Exhibit 4.5 to Amendment No. 1 to our Annual Report for the fiscal year ended December 31, 2022 on [Form 10-K/A](#) filed with the SEC on November 20, 2023, and 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

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of Bone Biologics Corporation (incorporated herein by reference to Exhibit 3.1(i) to the Current Report on Form 8-K filed September 25, 2014)
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Bone Biologics Corporation filed October 8, 2021 (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed October 15, 2021)
4.3	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Bone Biologics Corporation filed June 5, 2023 (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed June 6, 2023)
4.4	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Bone Biologics Corporation filed December 14, 2023 (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed December 18, 2023)

- 4.5 [Certificate of Amendment to Amended and Restated Certification of Incorporation of Bone Biologics Corporation filed June 5, 2025 \(incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed June 6, 2025\)](#)
- 4.6 [Amended and Restated Bylaws of Bone Biologics Corporation \(incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on March 8, 2022\)](#)
- 4.7 [Amendment No. 1 to the Amended and Restated Bylaws of Bone Biologics Corporation \(incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on October 24, 2023\)](#)
- 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 \(incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed January 4, 2016\)](#)
- 99.2+ [First Amendment to the Bone Biologics Corporation 2015 Equity Incentive Plan \(incorporated herein by reference to Annex B to the registrant's Proxy Statement on Schedule 14A filed August 3, 2023\)](#)
- 99.3+ [Second Amendment to the Bone Biologics Corporation 2015 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed May 30, 2025\)](#)
- 107* [Filing Fee Table](#)

* Filed herewith.

+ Management contract or compensatory arrangement.

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 Town of Burlington, Commonwealth of Massachusetts, on September 26, 2025.

BONE BIOLOGICS CORPORATION

By: /s/ Jeffrey Frelick

Name: Jeffrey Frelick

Title: Chief Executive Officer

(Principal Executive Officer)

POWER OF ATTORNEY

Each person whose signature appears below appoints Jeffrey Frelick and Deina H. Walsh, and each of them, each of whom may act without the joinder of the other, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and 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, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes, 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 persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Frelick</u> Jeffrey Frelick	Chief Executive Officer (Principal Executive Officer)	September 26, 2025
<u>/s/ Deina H. Walsh</u> Deina H. Walsh	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 26, 2025
<u>/s/ Bruce Stroever</u> Bruce Stroever	Director	September 26, 2025
<u>/s/ Robert Gagnon</u> Robert Gagnon	Director	September 26, 2025
<u>/s/ Siddhesh Angle</u> Siddhesh Angle	Director	September 26, 2025
<u>/s/ Phillip Meikle</u> Phillip Meikle	Director	September 26, 2025



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

September 26, 2025

Bone Biologics Corporation
2 Burlington Woods Drive, 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. 2 (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 Certificate 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 26, 2025
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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 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 (File No. 333-____) pertaining to Bone Biologics Corporation 2015 Equity Incentive Plan, as amended, of our report dated February 26, 2025, relating to the consolidated financial statements of Bone Biologics Corporation as of and for the years ending December 31, 2024 and 2023 (which report includes an explanatory paragraph regarding substantial doubt about the Company's ability to continue as a going concern) included in Bone Biologics Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Weinberg & Company, P.A.
Los Angeles, California
September 26, 2025

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⁾	\$ 2.145 ⁽¹⁾	\$ 10,725,000	.00015310	\$ 1,642
Total Offering Amounts					\$ 10,725,000		\$ 1,642
Total Fee Offsets							—⁽⁴⁾
Net Fee Due							\$ 1,642

- (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 \$2.145 per share of Common Stock, which is the average of the high (\$2.21) and low (\$2.08) trading prices for a share of Common Stock on September 19, 2025, as reported on the Nasdaq Stock Market.
- (2) Reflects 5,000,000 additional shares (the “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 2025 Annual Meeting of Stockholders on May 30, 2025. 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 Statements on Form S-8 (File Nos. 333-212890 and 333-274545) filed with the Securities and Exchange Commission on August 3, 2016 and September 15, 2023, respectively.
- (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.