

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

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

CHECKMATE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

37-1657129
(I.R.S. Employer
Identification No.)

**245 Main Street, 2nd Floor
Cambridge, MA 02142
(617) 682-3625**
(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

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

**Barry Labinger
Chief Executive Officer
245 Main Street, 2nd Floor
Cambridge, MA 02142
(617) 682-3625**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Mitchell Bloom, Esq.
Benjamin Marsh, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000**

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	Proposed maximum aggregate offering price	Amount of registration fee(4)
Common Stock, \$0.0001 par value per share	862,416 (2)	\$13.47 (3)	\$11,616,743.52	\$1,267.39

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share ("Common Stock"), which become issuable under the Checkmate Pharmaceuticals, Inc. 2020 Stock Option and Incentive Plan (the "2020 Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of Common Stock.
 - (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2020 Plan on January 1, 2021 pursuant to an "evergreen" provision contained in the 2020 Plan. Shares available for issuance under the 2020 Plan were previously registered on the registration statement on Form S-8 filed with the Securities and Exchange Commission on August 11, 2020 (File No. 333-244375).
 - (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the registrant's Common Stock as reported on The Nasdaq Stock Exchange Global Market on March 23, 2021.
 - (4) Calculated pursuant to Section 6(b) of the Securities Act.
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EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement has been filed by Checkmate Pharmaceuticals, Inc. to register 862,416 additional shares of Common Stock available for issuance under the 2020 Plan. This Registration Statement relates to securities of the same class as those that were previously registered by the registrant on a Registration Statement on Form S-8 (Reg. No. 333-244375), filed with the Securities and Exchange Commission on August 11, 2020 (the "2020 Registration Statement").

Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the 2020 Registration Statement are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-39425) filed on August 14, 2020).</u>
4.2	<u>Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K (File No. 001-39425) filed on August 14, 2020).</u>
4.3	<u>Second Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated June 9, 2020 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239932)).</u>
4.4	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1/A (File No. 333-239932) filed on August 3, 2020).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<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/A (File No. 333-239932) filed with the SEC on August 3, 2020).</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 Cambridge, State of Massachusetts, on this 29th day of March 2021.

CHECKMATE PHARMACEUTICALS, INC.

By: /s/ Barry Labinger

Name: Barry Labinger

Title: President, Chief Executive Officer
and Director

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Barry Labinger and Robert Dolski, 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.

Name	Title	Date
<u>/s/ Barry Labinger</u> Barry Labinger	President, Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2021
<u>/s/ Robert Dolski</u> Robert Dolski	Chief Financial Officer (Principal) Financial and Accounting Officer)	March 25, 2021
<u>/s/ Michael Powell, Ph.D</u> . Michael Powell, Ph.D.	Director (Chairman)	March 25, 2021
<u>/s/ Peter Colabuono</u> Peter Colabuono	Director	March 25, 2021
<u>/s/ Keith Flaherty, M.D.</u> Keith Flaherty, M.D.	Director	March 25, 2021
<u>/s/ Alan Fuhrman</u> Alan Fuhrman	Director	March 25, 2021
<u>/s/ Oren Isacoff, M.D.</u> Oren Isacoff, M.D.	Director	March 25, 2021
<u>/s/ Nilesh Kumar, Ph.D.</u> Nilesh Kumar, Ph.D.	Director	March 25, 2021

March 29, 2021

Checkmate Pharmaceuticals, Inc.
245 Main Street, 2nd Floor
Cambridge, MA 02142

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

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 862,416 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Checkmate Pharmaceuticals, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2020 Stock Option and Incentive Plan (the "Plan").

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

The Board of Directors
Checkmate Pharmaceuticals, Inc.:

We consent to the use of our report dated March 29, 2021, with respect to the consolidated balance sheets of Checkmate Pharmaceuticals, Inc. and subsidiary as of December 31, 2020 and 2019, the related consolidated statements of operations and comprehensive loss, redeemable convertible preferred stock and stockholders' equity (deficit), and cash flows for the years then ended, and the related notes, incorporated herein by reference.

/s/ KPMG LLP
Boston, Massachusetts
March 29, 2021