

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

iBio, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

600 Madison Avenue, Suite 1601, New York, NY 10022-1737
(Address of principal executive offices, including zip code)

26-2797813
(IRS Employer
Identification No.)

2018 Omnibus Equity Incentive Plan
(Full title of the plan)

Robert B. Kay
Chief Executive Officer
600 Madison Avenue, Suite 1601 New York, NY 10022-1737
(302) 355-0650
(Name, Address and Telephone Number of Agent for Service)

with copies to:

Andrew Abramowitz, Esq.
Andrew Abramowitz, PLLC
565 Fifth Avenue
9th Floor
New York, New York 10017
(212) 972-8883 (fax)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount To Be Registered (1) (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.001 par value per share	3,500,000	\$0.78	\$2,730,000	\$330.88

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- (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 that may become issuable under the iBio, Inc. 2018 Omnibus Equity Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or similar adjustments.
 - (2) Represents 3,500,000 shares of common stock of the registrant issuable under the Plan.
 - (3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of the registrant’s common stock, as reported on the NYSE American on January 11, 2019.
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Table of Contents

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I</u>	<u>1</u>
<u>INFORMATION REQUIRED IN THE PROSPECTUS</u>	<u>1</u>
<u>PART II</u>	<u>1</u>
<u>INFORMATION REQUIRED IN THE REGISTRATION STATEMENT</u>	<u>1</u>
<u>Item 3. Incorporation of Documents by Reference</u>	<u>1</u>
<u>Item 4. Description of Securities</u>	<u>1</u>
<u>Item 5. Interests of Named Experts and Counsel</u>	<u>1</u>
<u>Item 6. Indemnification of Directors and Officers</u>	<u>2</u>
<u>Item 7. Exemption from Registration Claimed</u>	<u>2</u>
<u>Item 8. Exhibits</u>	<u>2</u>
<u>Item 9. Undertakings</u>	<u>2</u>

Table of Contents

EXPLANATORY NOTE

This registration statement is being filed solely for the registration of 3,500,000 shares of common stock, \$0.001 par value per share, of iBio, Inc., a Delaware corporation (the “Registrant”), for issuance pursuant to the iBio, Inc. 2018 Omnibus Equity Incentive Plan (the “Plan”).

**PART I
INFORMATION REQUIRED IN THE PROSPECTUS**

Item 1. Plan Information *

Item 2. Registrant Information and Employee Plan Annual Information *

* The documents containing the information specified in Part I of this Form S-8 will be delivered to eligible participants in the Plan in accordance with Form S-8 and Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). These documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the SEC are hereby incorporated by reference and made a part of this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended June 30, 2018, filed with the Commission on September 18, 2018;
- (b) the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the SEC on November 13, 2018;
- (c) all other reports filed by the Registrant with the SEC pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) since the end of the fiscal year covered by the document referred to in (a) above; and
- (d) the description of the Registrant’s common stock contained in its Registration Statement on Form S-1, filed with the SEC on May 2, 2018, including any amendments or reports we file or have filed for the purpose of updating that description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities registered hereby have been sold or which deregisters such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents listed above, being hereinafter referred to as “Incorporated Documents”), except for information furnished to the SEC that is not deemed to be “filed” for purposes of the Exchange Act. Any statement contained in an Incorporated Document 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 Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

The Registrant's Certificate of Incorporation provides for indemnification of the Registrant's officers and directors to the extent permitted by Delaware law, which generally permits indemnification for actions taken by officers or directors as the Registrant's representatives if the officer or director acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation.

As permitted under Delaware law, the Registrant's By-laws contain a provision indemnifying directors against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with an action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of our company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

A list of exhibits filed with this registration statement is set forth in the Exhibit Index following the signature page to this registration statement and is incorporated herein by reference.

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, as amended (the "Securities Act");
 - 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 twenty percent 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 (ii) of this section do not apply if 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 Exchange Act that are incorporated by reference in the registration statement.
2. That, for the purpose of determining any liability under the Securities Act, 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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the 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 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

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 New York, State of New York, on the 15th day of January 2019.

iBio, Inc.
(Registrant)

By: /s/ Robert B. Kay
Name: Robert B. Kay
Title: Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of the Registrant, iBio, Inc., a Delaware corporation, hereby severally and individually constitute and appoint Robert B. Kay, Chief Executive Officer and James P. Mullaney, Chief Financial Officer, and each of them, as true and lawful attorneys in fact for the undersigned, in any and all capacities, with full power of substitution, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys in fact, 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys in fact, or any of them, may lawfully do or cause to be done by virtue of this appointment.

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.

SIGNATURE	TITLE	DATE
<u>/s/ Robert B. Kay</u> Robert B. Kay	Chief Executive Officer and Director (Principal Executive Officer)	January 15, 2019
<u>/s/ James P. Mullaney</u> James P. Mullaney	Chief Financial Officer (Principal Financial and Accounting Officer)	January 15, 2019
<u>/s/ Glenn Chang</u> Glenn Chang	Director	January 15, 2019
<u>Arthur Y. Elliott, Ph. D.</u>	Director	January 15, 2019
<u>/s/ Seymour Flug</u> Seymour Flug	Director	January 15, 2019
<u>/s/ General (Ret.) James T. Hill</u> General (Ret.) James T. Hill	Director	January 15, 2019
<u>/s/ Philip K. Russell, M.D.</u> Philip K. Russell, M.D.	Director	January 15, 2019
<u>John D. McKey, Jr.</u>	Director	January 15, 2019
<u>/s/ Robert L. Erwin</u> Robert L. Erwin	President	January 15, 2019
<u>/s/ Terence Ryan, Ph.D.</u> Terence Ryan, Ph.D.	Chief Scientific Officer	January 15, 2019

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Incorporation of the Company (1)
3.2	Certificate of Amendment of the Certificate of Incorporation of the Company (2)
3.3	First Amended and Restated Bylaws of the Company (1)
3.4	Certificate of Designation, Preferences and Rights of the iBio CMO Preferred Tracking Stock of iBio, Inc. (3)
3.5	Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock of iBio, Inc.(4)
3.6	Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock of iBio, Inc.(4)
4.1	Form of Common Stock Certificate (5)
5.1	Opinion of Andrew Abramowitz, PLLC*
10.1	iBio, Inc. 2018 Omnibus Equity Incentive Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement on Form DEF 14A, filed with the SEC on November 19, 2018).
23.1	Consent of CohnReznick LLP, Independent Registered Public Accounting Firm *
23.2	Consent of Andrew Abramowitz, PLLC (Included in Exhibit 5.1)*
24.1	Powers of Attorney (included on signature page to this Registration Statement)*

- (1) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on August 14, 2009 (Commission File No. 000-53125).
- (2) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on June 8, 2018 (Commission File No. 001-35023).
- (3) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on February 24, 2017 (Commission File No. 001-35023).
- (4) Incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on June 27, 2018 (Commission File No. 001-35023).
- (5) Incorporated herein by reference to the Company's Form 10-12G filed with the SEC on July 11, 2008 (Commission File No. 000-53125).
- * Filed herewith.

ANDREW ABRAMOWITZ, PLLC

-----ATTORNEY AT LAW-----

565 FIFTH AVENUE
9TH FLOOR
NEW YORK, NY 10017

PHONE: (212) 972-8882
FAX: (212) 972-8883
EMAIL: aa@aalegalnyc.com
www.aalegalnyc.com

January 15, 2019

iBio, Inc.
600 Madison Avenue, Suite 1601
New York, NY 10022-1737

Re: 3,500,000 Shares of Common Stock, \$0.001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by iBio, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 3,500,000 shares of Common Stock, \$0.001 par value per share (the "Registered Shares"), of the Company, which may be issued under the 2018 Omnibus Equity Incentive Plan of iBio, Inc. (the "Plan").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, the Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan and the resolutions adopted by the stockholders of the Company relating to the Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof, all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of 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.

Very truly yours,

/s/ Andrew Abramowitz,
PLLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of iBio, Inc. and Subsidiaries of our reports, dated September 18, 2018, on our audits of the consolidated financial statements of iBio, Inc. and Subsidiaries as of June 30, 2018 and 2017 and for the years then ended, which report is included in the Annual Report on Form 10-K of iBio, Inc. for the year ended June 30, 2018.

/s/ CohnReznick LLP

Roseland, New Jersey
January 15, 2019
