

**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 or organization)

**26-279813**  
(I.R.S. Employer Identification No.)

**11750 Sorrento Valley Road, Suite 200, San Diego, CA**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

**iBio, Inc.**  
**2023 Omnibus Incentive Plan**  
(Full title of the plan)

**Martin Brenner, Ph.D.**  
**Chief Executive Officer and**  
**Chief Scientific Officer**  
**11750 Sorrento Valley Road, Suite 200**  
**San Diego, CA 92121**  
**(858) 925-8215**

(Name and address of agent for service)  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Leslie Marlow, Esq.**  
**Melissa Palat Murawsky, Esq.**  
**Blank Rome LLP**  
**1271 Avenue of the Americas**  
**New York, New York 10020**  
**(212) 885-5000**

*(Name, address and telephone number)*

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   
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.

**INTRODUCTION**

iBio, Inc. (the "Registrant" or the "Company") filed with the Securities and Exchange Commission (the "Commission") its Registration Statement on Form S-8 (Registration No. 333-276452) on January 10, 2024 (the "2024 Registration Statement"), pursuant to and in accordance with the requirements of Form S-8 for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), 1,200,000 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable to employees, officers, directors, consultants and advisors of the Company under the Registrant's 2023 Omnibus Incentive Plan (the "Plan"). Pursuant to General Instruction E to Form S-8, the 2024 Registration Statement is incorporated into this Registration Statement by reference.

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act an additional 458,383 shares of Common Stock, which is equal to 5% of 9,167,670, the number of shares of Common Stock outstanding on December 31, 2024, that may be issued pursuant to the Plan pursuant to an "evergreen" provision contained therein, resulting in a total of 1,658,383 shares of Common Stock available for issuance under the Plan.

## INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

### Item 1. Plan Information\*

### Item 2. Registrant Information and Employee Plan Annual Information\*

\*The information specified in Item 1 and Item 2 of Part I of this Registration Statement on Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, 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, as filed with the Commission, are incorporated by reference into this Registration Statement by the Registrant:

- [Our Annual Report on Form 10-K for the fiscal year ended June 30, 2024 filed with the SEC on September 20, 2024, as amended September 24, 2024;](#)
- [Our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024, filed with the SEC on November 12, 2024;](#)
- Our Current Reports on Form 8-K filed with the SEC on [July 3, 2024](#), [July 9, 2024](#), [July 26, 2024](#), [November 25, 2024](#) (other than information furnished under Item 2.02 and exhibits related thereto), [January 2, 2025](#) (other than information furnished under Item 7.01 and exhibits related thereto), [January 10, 2025](#) (other than information furnished under Item 7.01 and exhibits related thereto) and [January 13, 2025](#); and
- The description of our Common Stock set forth in: (i) our registration statement on Form 8-A filed with the SEC on March 19, 2014, including any amendments thereto or reports filed for the purposes of updating this description, and (ii) Exhibit 4.2 to our Annual Report on Form 10-K for the fiscal year ended June 30, 2024 filed with the SEC on September 20, 2024.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part of this Registration Statement from the date of the filing of such documents.

To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, is or was furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference.

---

### Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement or, where so indicated have been previously filed and are incorporated herein by reference.

Exhibit	Description of Exhibit
<a href="#">4.1</a>	<a href="#">Certificate of Incorporation of iBio, Inc., Certificate of Merger, Certificate of Ownership and Merger, Certificate of Amendment of the Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed by the Company with the Securities and Exchange Commission on May 11, 2018 – Commission File No. 001-35023)</a>
<a href="#">4.2</a>	<a href="#">Certificate of Amendment of the Certificate of Incorporation of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 8, 2018 – Commission File No. 001-35023)</a>
<a href="#">4.3</a>	<a href="#">Certificate of Designation, Preferences and Rights of the iBio CMO Preferred Tracking Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2017 – Commission File No. 001-35023)</a>
<a href="#">4.4</a>	<a href="#">Certificate of Designation, Preferences and Rights of the Series A Convertible Preferred Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2018 – Commission File No. 001-35023)</a>
<a href="#">4.5</a>	<a href="#">Certificate of Designation, Preferences and Rights of the Series B Convertible Preferred Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2018 – Commission File No. 001-35023)</a>
<a href="#">4.6</a>	<a href="#">Certificate of Designation, Preferences and Rights of the Series C Convertible Preferred Stock of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2019 – Commission File No. 001-35023)</a>
<a href="#">4.7</a>	<a href="#">Second Amended and Restated Bylaws of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2022 – Commission File No. 001-35023)</a>
<a href="#">4.8</a>	<a href="#">Certificate of Designation of Preferences, Rights and Limitations of Series 2022 Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2022 – Commission File No. 001-35023)</a>
<a href="#">4.9</a>	<a href="#">Certificate of Amendment of the Certificate of Incorporation of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 2022 – Commission File No. 001-35023)</a>
<a href="#">4.10</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation of iBio, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 28, 2023 – Commission File No. 001-35023)</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Blank Rome LLP.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Grassi &amp; Co., CPAs, P.C., independent registered public accounting firm for the Registrant</a>

- [23.2\\*](#) [Consent of Blank Rome LLP \(included in Exhibit 5.1\).](#)
- [24.1\\*](#) [Power of Attorney \(included on the signature page of this Registration Statement\).](#)

- 
- [99.1](#) [iBio, Inc. 2023 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, as filed with the Commission on November 28, 2023– Commission File No. 001-35023\).](#)
- [99.2](#) [Form of Non-Qualified Stock Option Agreement for initial grants for non-employee directors under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [99.3](#) [Form of Non- Qualified Stock Option Agreement for non-employee consultants under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [99.4](#) [Form of Non-Qualified Stock Option Agreement for annual grants for non-employee directors under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [99.5](#) [Form of Non-Qualified Stock Option Agreement for employees under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.4 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [99.6](#) [Form of Restricted Stock Unit Award Agreement for employees under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.5 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [99.7](#) [Form of Incentive Stock Option Agreement for employees under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.6 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [99.8](#) [Form of Incentive Stock Option Agreement for officers under the iBio Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.7 of the Registrant's Current Report on Form 8-K, as filed with the Commission on July 9, 2024– Commission File No. 001-35023\)](#)
- [107.1\\*](#) [Filing Fee Table.](#)

---

\*Filed herewith

---

#### SIGNATURES

Pursuant to the requirements of the Securities Act, 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 San Diego, California, on this 31st day of January, 2025.

**IBIO, INC.**

By: /s/ Martin Brenner  
Martin Brenner  
Chief Executive Officer and Chief Scientific Officer

#### POWER OF ATTORNEY

Each of the undersigned officers and directors of the Company hereby constitutes and appoints Martin Brenner and/or Marc Banjak as his or her true and lawful attorneys-in-fact and agents, severally, with full power of substitution and resubstitution, in his or her name and on his or her behalf, 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 all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power of 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 or she might or could do in person, thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Martin Brenner</u> Martin Brenner	Chief Executive Officer and Chief Scientific Officer (Principal Executive Officer)	January 31, 2025
<u>/s/ Felipe Duran</u> Felipe Duran	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 31, 2025
<u>/s/ Alexandra Kropotova</u> Alexandra Kropotova	Director	January 31, 2025
<u>/s/ William Clark</u> William Clark	Director	January 31, 2025

/s/ Gary Sender  
Gary Sender

Director

January 31, 2025

/s/ Evert Schimmelpennink  
Evert Schimmelpennink

Director

January 31, 2025

/s/ David Arkowitz  
David Arkowitz

Director

January 31, 2025

/s/ António Parada  
António Parada

Director

January 31, 2025

---



1271 Avenue of the Americas | New York, NY 10020  
blankrome.com

January 31, 2025

iBio, Inc.  
11750 Sorrento Valley Road, Suite 200  
San Diego, California 92121

Ladies and Gentlemen:

We have acted as counsel to iBio, Inc., a Delaware corporation (the “Company”), in connection with the filing of a Registration Statement on Form S-8 (“Registration Statement”) with the Securities and Exchange Commission relating to the offer and sale of up to 458,383 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (“Common Stock”), issuable pursuant to the iBio, Inc. 2023 Omnibus Incentive Plan (the “Plan”). This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

In rendering this opinion, we have examined the following documents: (i) the certificate of incorporation of the Company, as amended (ii) the second amended and restated bylaws of the Company; (iii) resolutions of the Company’s Board of Directors and stockholders; (iv) the Registration Statement; (v) the Plan; and (vi) such other corporate records, agreements, certificates, including, but not limited to, certificates or comparable documents of public officials and of officers and representatives of the Company, statutes and other instruments and documents as we considered relevant and necessary as a basis for the opinions hereinafter expressed.

In rendering this opinion, we have assumed, without inquiry, (i) the authenticity of all documents submitted to us as originals; (ii) the conformity to the original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies; (iii) the legal capacity of all natural persons and the genuineness of all signatures on the Registration Statement and all documents submitted to us; and (iv) that the books and records of the Company are maintained in accordance with proper corporate procedures. As to various questions of fact material to such opinion, we have relied upon statements or certificates of officials and representatives of the Company and others. In rendering this opinion, we have assumed that (i) at the time of issuance of any Shares, there shall be a sufficient number of duly authorized and unissued shares of Common Stock to accommodate such issuance; and (ii) the per share consideration received by the Company in exchange for the issuance of any Shares shall not be less than the par value per share of the Company’s Common Stock.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule, or regulation.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when sold and issued in the manner and for the consideration contemplated by the Plan and the Registration Statement, will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof and is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We assume herein no obligation, and hereby disclaim any obligation, to make any inquiry after the date hereof or to advise you of any future changes in the foregoing or of any facts or circumstances that may hereafter come to our attention.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby 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 promulgated thereunder.

Very truly yours,

/s/ Blank Rome LLP  
Blank Rome LLP

Blank Rome LLP | blankrome.com

---

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report, dated September 20, 2024, which includes includes an explanatory paragraph relating to the Company's ability to continue as a going concern, relating to the consolidated financial statements of iBio, Inc. and Subsidiaries as of June 30, 2024 and 2023, included in the Company's Form 10-K filed with the Securities and Exchange Commission on September 20, 2024.

We also consent to the reference to our firm under the caption "Experts."

/s/ Grassi & Co., CPAs, P.C.

Jericho, New York

January 31, 2025

---

## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**iBio, 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 <sup>(1)</sup> (2)	Proposed Maximum Offering Price per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h) <sup>(3)</sup>	458,383	\$ 2.935 <sup>(3)</sup>	\$ 1,345,354.11	\$ 0.00015310	\$ 205.97
<b>Total Offering Amounts</b>			458,383		\$ 1,345,354.11		\$
<b>Total Fee Offsets<sup>(4)</sup></b>							\$ —
<b>Net Fee Due</b>							\$ <u>205.97</u>

(1) The securities to be registered include options and other rights to acquire shares of common stock, par value, \$0.001 per share (the “Common Stock”), of iBio, Inc. (the “Registrant”) issuable pursuant to the Registrant’s 2023 Omnibus Incentive Plan (the “Plan”).

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional shares of Common Stock that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(3) Calculated pursuant to Rule 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The maximum offering price per share is based on the average of the high and low prices of the Common Stock as reported on the NYSE American LLC on January 28, 2025.

(4) The Registrant does not have any fee offsets to claim.