

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

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

Cardiff Oncology, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

27-2004382
(IRS Employer Identification Number)

**11055 Flintkote Avenue
San Diego, CA 92121
(858) 952-7570**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2014 Equity Incentive Plan, as amended
(Full title of the plan)

**Mark Erlander
Chief Executive Officer
Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121
(858) 952-7570**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Jeffrey J. Fessler, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza, 39th Floor
New York, New York 10112
(212) 653-8700

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. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="radio"/>

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(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,000,000 Shares	\$ 4.35	\$ 4,350,000	\$ 565

(1) Pursuant to Rule 416(a) of the Securities Act of 1933 (the "Securities Act"), as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Company's 2014 Equity Incentive Plan, as amended, pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of the Registrant's outstanding shares of common stock.

(2) For purposes of computing the registration fee only. Pursuant to Rule 457(c) and (h), the Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices for the Registrant's common stock on The Nasdaq Capital Market on July 6, 2020.

EXPLANATORY NOTE

This Registration Statement registers an additional 1,000,000 shares of the Registrant's common stock that may be offered and sold under the Cardiff Oncology, Inc. 2014 Equity Incentive Plan, as amended (the "Plan"). This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which one or more other registration statements filed on this form relating to the same employee benefit plan are effective. Registrant initially registered 69,444 shares (on a post-reverse stock split basis) of its common stock issuable under the Plan pursuant to a Registration Statement on [Form S-8 filed with the Securities and Exchange Commission \(the "Commission"\) on July 1, 2015 \(File No. 333-205424\)](#) (the "Initial S-8"). Registrant registered an additional 34,722 shares (on a post-reverse stock split basis) of its common stock issuable under the Plan pursuant to the Registration Statement on [Form S-8 filed with the Commission on June 6, 2016 \(File No. 333-211846\)](#) (the "2016 S-8"). Registrant registered an additional 27,778 shares (on a post-reverse stock split basis) of its common stock issuable under the Plan pursuant to the Registration Statement on [Form S-8 filed with the Commission on August 18, 2017 \(File No. 333-220060\)](#) (the "2017 S-8"). Registrant registered an additional 111,112 shares (on a post-reverse stock split basis) issuable under the Plan pursuant to the Registration Statement on [Form S-8 filed with the Commission on July 13, 2018 \(File No. 333-226172\)](#) (the "2018 S-8"). Registrant registered an additional 1,000,000 shares of its common stock issuable under the Plan pursuant to the Registration Statement on [Form S-8 filed with the Commission on June 26, 2019 \(File No. 333-232363\)](#) (the "2019 S-8," and together with the Initial S-8, the 2016 S-8, the 2017 S-8 and 2018 S-8, the "Prior Registration Statements").

On April 16, 2020, the Registrant held its 2020 Annual Meeting of Stockholders (the "2020 Annual Meeting"). At the 2020 Annual Meeting, the Registrant's stockholders voted affirmatively, among other things, to amend the Plan to increase the number of shares of common stock authorized to be issued pursuant to the Plan to 2,243,056 shares (on a post-reverse stock split basis) from 1,243,056 shares (on a post-reverse stock split basis) of common stock (the "Amendment").

Pursuant to the Amendment, the total number of shares of the Registrant's common stock available for grant and issuance under the Plan increased by 1,000,000 shares (on a post-reverse stock split basis). Accordingly, the content of the Prior Registration Statements are incorporated herein by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Cardiff Oncology, Inc. (the “Company”) with the Commission are hereby incorporated by reference in this Registration Statement:

- [our Annual Report on Form 10-K for the year ended December 31, 2019 filed on February 27, 2020;](#)
- our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 filed on [May 7, 2020](#);
- Our Current Reports on Form 8-K or 8-K/A filed [January 13, 2020](#), [January 21, 2020](#), [January 27, 2020](#), [January 29, 2020](#), [January 30, 2020](#), [February 5, 2020](#), [February 13, 2020](#), [February 27, 2020](#), [March 5, 2020](#), [March 31, 2020](#), [April 1, 2020](#), [April 8, 2020](#), [April 10, 2020](#), [April 17, 2020 \(2\)](#), [April 22, 2020](#), [April 28, 2020](#), [May 6, 2020](#), [May 13, 2020](#), [May 19, 2020](#), [May 27, 2020](#), [May 28, 2020](#), [May 29, 2020](#), [June 9, 2020](#), [June 15, 2020](#), [June 16, 2020](#), [June 17, 2020](#), (2) and [June 19, 2020](#);
- [Our definitive proxy statement on Schedule 14A filed March 4, 2020](#); and
- [the description of our common stock contained in our Registration Statement on Form 8-A filed with the Commission on May 23, 2012.](#)

All other reports and documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that related to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such reports and documents.

Any statement contained in any 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 contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein 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.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Cardiff Oncology, Inc. 2014 Equity Incentive Plan (incorporated by reference to Annex A to the Company’s Proxy Statement on Schedule 14A filed on April 28, 2017)
5.1*	Opinion of Sheppard, Mullin, Richter & Hampton LLP
23.1*	Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5.1)
23.2*	Consent of BDO USA, LLP
24.1*	Power of Attorney (contained on page 4)

* 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 San Diego, California, on July 7, 2020.

CARDIFF ONCOLOGY, INC.

By: /s/ Mark Erlander

Mark Erlander

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Mark Erlander, with full power of substitution, his or her true and lawful attorney-in-fact to act for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-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 order to effectuate the same as fully, to all intents and purposes, as he or she could do in person, hereby ratifying and confirming all that said attorneys-in-fact or substitutes, or 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 each of the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> /s/ Mark Erlander Mark Erlander	Chief Executive Officer (Principal Executive Officer)	July 7, 2020
<hr/> /s/ Brigitte Lindsay Brigitte Lindsay	VP, Finance (Principal Financial and Accounting Officer)	July 7, 2020
<hr/> /s/ Thomas Adams Thomas Adams	Executive Chairman	July 7, 2020
<hr/> /s/ John P. Brancaccio John P. Brancaccio	Director	July 7, 2020
<hr/> /s/ Gary S. Jacob Gary S. Jacob	Director	July 7, 2020
<hr/> /s/ Rodney S. Markin Rodney S. Markin	Director	July 7, 2020
<hr/> /s/ Lale White Lale White	Director	July 7, 2020
<hr/> /s/ Gary W. Pace Gary W. Pace	Director	July 7, 2020
<hr/> /s/ James O. Armitage James O. Armitage	Director	July 7, 2020

Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, New York 10112-0015
212.653.8700 main
212.653.8701 fax
www.sheppardmullin.com

July 7, 2020

VIA ELECTRONIC MAIL ONLY

Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Cardiff Oncology, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, covering 1,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), which may be issued pursuant to the Company's 2014 Equity Incentive Plan, as amended (the "Plan").

This Opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion, we have reviewed and relied upon the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, as amended, as in effect on the date hereof, the Company's Bylaws effective as in effect on the date hereof (the "Bylaws"), the proceedings taken by the Company with respect to the authorization and adoption of the Plan, resolutions adopted by the board of directors of the Company, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. With respect to the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original of all documents submitted to us as certified or reproduced copies. We have also assumed that the Shares will be uncertificated in accordance with Section 158 of the Delaware General Corporation Law, and the transfer agent therefor will register the purchaser thereof as the registered owner of any uncertificated Shares on its stock transfer books and records. We have further assumed that (a) shares of the Common Stock currently reserved for issuance under the Plan will remain available for the issuance of the Shares, and (b) neither the Company's charter documents nor any of the proceedings relating to either the Plan or any of the award agreements relating to the Shares will be rescinded, amended or otherwise modified prior to the issuance of the Shares. We have also obtained from public officials and officers of the Company certificates or comparable documents as to certain factual matters and, insofar as this opinion is based on matters of fact, we have relied on such certificates and comparable

documents without independent investigation. We have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plan against proper payment and consideration thereof and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

We express no opinion as to matters governed by any laws other than the Delaware General Corporation Law and reported decisions of the Delaware courts interpreting such law.

This opinion letter is rendered as of the date first written above, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Plan, the award agreements related to the Shares or the Registration Statement.

Respectfully Submitted,

/s/ Sheppard, Mullin, Richter & Hampton LLP

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Consent of Independent Registered Public Accounting Firm

Cardiff Oncology, Inc.
San Diego, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated February 27, 2020, relating to the consolidated financial statements of Cardiff Oncology, Inc. (formerly Trovogene, Inc., the “Company”). Our report contains an explanatory paragraph regarding the Company’s ability to continue as a going concern.

/s/ BDO USA, LLP
San Diego, California
July 7, 2020