
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

HEAT BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

26-2844103
*(I.R.S. Employer No.)
Identification Number)*

**100 Europa Drive, Suite 420
Chapel Hill, NC 27519
(919) 240-7133**
*(Address, including ZIP code, and telephone number, including
area code, of registrant's principal executive office)*

2009 STOCK INCENTIVE PLAN
(Full title of the Plan)

**Jeffrey Wolf
Heat Biologics, Inc.
100 Europa Drive, Suite 420
Chapel Hill, NC 27517
(919) 240-7133**
(Name, address and telephone number of agent of services)

WITH COPIES TO:

**Leslie Marlow, Esq.
Gracin & Marlow, LLP
The Chrysler Building
405 Lexington Avenue, 26th Floor
New York, New York 10174
(212) 907-6457**
(Name, address and telephone number)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Do not check if smaller reporting company):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

<u>TITLE OF SECURITIES BEING REGISTERED</u>	<u>AMOUNT TO BE REGISTERED(1)(2)</u>	<u>PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3)</u>	<u>PROPOSED AGGREGATE OFFERING PRICE</u>	<u>AMOUNT OF REGISTRATION FEE (4)</u>
Common Stock, par value \$0.0002 per share, under the 2009 Stock Incentive Plan	869,565	\$8.46	\$7,356,519.90	\$947.52

- (1) The securities to be registered include options and rights to acquire the common stock of Heat Biologics, Inc.
 - (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
 - (3) Estimated pursuant to Rule 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The price for the shares under the plan is based upon the average of the high and low prices of the Common Stock on January 17, 2014, as reported by the NASDAQ Capital Market.
 - (4) Calculated under Section 6(b) of the Securities Act of 1933 as .0001288 of the aggregate offering price.
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EXPLANATORY NOTE

Heat Biologics, Inc. (the “Registrant” or the “Company”) hereby files this Registration Statement on Form S-8 relating to its common stock, par value \$0.0002 per share (the “Common Stock”), which have been reserved for issuance and are issuable pursuant to the Company’s 2009 Stock Incentive Plan (hereinafter referred to as the “Plan”).

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of this Registration Statement on Form S-8 (the “Registration Statement”) 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(b)(1). 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 Securities and Exchange Commission (the “Commission”) allows us to “incorporate by reference” the information we file with it which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus and the termination of the offering:

- Our Prospectus as filed with the SEC under Rule 424(b) of the Securities Act of 1933 on July 24, 2013;
- Our Quarterly Report on Form 10-Q for the quarters ended June 30, 2013 and September 30, 2013 filed with the Commission on September 5, 2013 and November 14, 2013;
- Our Current Report on Form 8-K filed with the Commission on September 25, 2013, October 1, 2013, November 14, 2013, December 19, 2013 and January 13, 2014; and
- The description of our common stock set forth in our registration statement on Form 8-A, filed with the Commission on July 8, 2013 (File No. 001-35994).

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the respective date of filing of each of those reports or documents until the filing of a post-effective amendment to this Registration Statement which indicates either that all securities offered by this Registration Statement have been sold or which deregisters all of the securities under this Registration Statement then remaining unsold.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that 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 4. DESCRIPTION OF SECURITIES

The class of securities to be offered is registered under Section 12 of the Exchange Act.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act of 1933, as amended, or the Securities Act.

Our amended and restated certificate of incorporation provides for indemnification of our directors and executive officers to the maximum extent permitted by the Delaware General Corporation Law, and our amended and restated bylaws provide for indemnification of our directors and executive officers to the maximum extent permitted by the Delaware General Corporation Law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit	Description
3.1	Certificate of Incorporation (1)
3.2	By-Laws (1)
4.1	2009 Incentive Stock Plan, as amended (1)
5.1	Opinion of Gracin & Marlow, LLP regarding Legality of Shares (2)
23.1	Consent of BDO USA, LLP., Independent Registered Public Accounting Firm (2)
23.2	Consent of Gracin & Marlow, LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (2)

(1) Incorporated by reference to the Registrant’s Form S-1 filed with the Securities and Exchange Commission on May 6, 2013.

(2) Filed herewith.

ITEM 9. UNDERTAKINGS

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;
 - ii. To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement;
 - iii. To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.



2. That, for the purpose of determining any liability under the Securities Act of 1933, 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 that remain unsold at the termination of the offering.

4. That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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.

5. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the SEC 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 Chapel Hill, North Carolina, on the 21st day of January, 2014.

HEAT BIOLOGICS, INC.

By: /s/ Jeffrey Wolf
Name: Jeffrey Wolf
Title: President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Matthew Czajkowski
Name: Matthew Czajkowski
Title: Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
Jeffrey Wolf*	Chief Executive Officer (Principal Executive Officer) and Director	†
Matthew Czajkowski*	Chief Financial Officer	†
John Monahan, Ph.D. *	Director	†
Michael Kharitonov, Ph.D.*	Director	†
Louis C. Bock*	Director	†
Paul Belsky, MD *	Director	†
Edward B. Smith*	Director	†

* By: /s/ Jeffrey Wolf
Jeffrey Wolf

† January 21, 2014



EXHIBIT INDEX

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(1) Incorporated by reference to the Registrant's Form S-1 filed with the Securities and Exchange Commission on May 6, 2013.

(2) Filed herewith.



The Chrysler Building
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 907-6457
Facsimile: (212) 208-4657

January 21, 2014

The Board of Directors
Heat Biologics, Inc.
100 Europa Drive, Suite 420
Chapel Hill, NC 27519

Re: Registration Statement on Form S-8

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") filed on even date by Heat Biologics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission with respect to the registration of up to an aggregate of 869,565 shares of the Company's common stock, par value \$.0002 per share (the "Common Stock"), to be issued in connection with the Company's 2009 Stock Incentive Plan (the "Plan").

We have made such examination as we have deemed necessary for the purpose of this opinion. Based upon such examination, it is our opinion, that, when the Registration Statement has become effective under the Securities Act of 1933, as amended, and when the shares of Common Stock to be issued are sold and paid for in the manner described in the Plan, the Common Stock so issued will have been validly issued, fully paid and non-assessable.

Our opinion is limited to the Delaware General Corporation Law. This opinion is given as of the date hereof and we assume no obligation to advise you of changes that may hereafter be brought to our attention.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Gracin & Marlow, LLP

Gracin & Marlow, LLP

Consent of Independent Registered Public Accounting Firm

Heat Biologics, Inc.
Chapel Hill, North Carolina

We hereby consent to the incorporation by reference in this Registration Statement of our report dated April 8, 2013, relating to the consolidated financial statements of Heat Biologics, Inc. appearing in the Company's Registration Statement on Form S-1 filed on July 8, 2013, as amended (File No. 333-188365).

/s/ BDO USA, LLP
Raleigh, North Carolina

January 21, 2014

POWER OF ATTORNEY

We, the undersigned hereby severally constitute and appoint Jeffrey Wolf with full power to act alone, as our true and lawful attorney and agent, with full power of substitution and resubstitution to said attorney to sign for us, and in our names in the capacities indicated below, to the registration statement, and any amendment, post-effective amendment, supplement or papers supplemental thereto, any subsequent registration statements pursuant to Rule 462 of the Securities Act of 1933, as amended, and to file 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 agent, and 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act 1933, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>/s/ Jeffrey Wolf</u> Jeffrey Wolf	Chief Executive Officer, President and Chairman (Principal Executive Officer)	January 17, 2014
<u>/s/ John Monahan, Ph.D.</u> John Monahan, Ph.D.	Director	January 17, 2014
<u>/s/ Michael Kharitonov, Ph.D.</u> Michael Kharitonov, Ph.D.	Director	January 17, 2014
<u>/s/ Louis C. Bock</u> Louis C. Bock	Director	January 17, 2014
<u>/s/ Paul Belsky, MD</u> Paul Belsky, MD	Director	January 17, 2014
<u>/s/ Edward B. Smith</u> Edward B. Smith	Director	January 17, 2014