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

FORM 8-A/A
Amendment No. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HEAT BIOLOGICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

26-2844103
(IRS Employer Identification Number)

627 Davis Drive, Suite 400
Morrisville, North Carolina 27560
(Address of principal executive offices)

27560
(Zip Code)

Securities to be registered to Section 12(b) of the Act:

**Title of Each Class
to be so Registered:**

**Name of Each Exchange on Which
Each Class is to be Registered:**

Common Stock Purchase Rights

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

N/A (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

EXPLANATORY NOTE

This Form 8-A/A is being filed to update the description of the common share purchase rights (the “Rights”) of Heat Biologics, Inc., a Delaware corporation (the “Company”), which were previously registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), pursuant to the Company’s Form 8-A filed with the Securities and Exchange Commission (the “Commission”) on March 12, 2018 (the “Original Form 8-A”) and Amendment No. 1 to the Form 8-A filed with the Commission on March 13, 2019 (“Amendment No. 1 to Form 8-A”).

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant’s Securities to be Registered.

This description amends the Original Form 8-A and Amendment No. 1 to Form 8-A relating to the Rights issued pursuant to the Rights Agreement, dated as of March 11, 2018, as amended by Amendment No. 1 thereto, dated March 8, 2019 (“Amendment No. 1”), as the same may be amended from time to time (the “Rights Agreement”), by and between the Company and Continental Stock Transfer & Trust Company, as Rights Agent (the “Rights Agent”). The Rights Agreement was scheduled to expire at the close of business on March 11, 2020.

On March 10, 2020, pursuant to the terms of Amendment No. 2 to the Rights Agreement (“Amendment No. 2”), by and between the Company and the Rights Agent, dated as of March 10, 2020, the Company further extended the expiration date of the Rights until the close of business on March 11, 2021, unless the Rights are earlier redeemed or exchanged by the Company as described therein.

The Rights and the Rights Agreement are described in the Original Form 8-A and Amendment No. 1 to the Form 8-A, and such descriptions, as amended hereby, are incorporated by reference herein. In addition, a copy of the Rights Agreement between the Company and the Rights Agent specifying the terms of the Rights, which includes as Exhibit A the form of Right Certificate and as Exhibit B the form of the Summary of Rights to Purchase Common Stock, is included in the Original Form 8-A as Exhibit 4.1 and is incorporated by reference herein. Amendment No. 1 is filed as Exhibit 4.2 to this Form 8-A/A and is incorporated by reference herein. Amendment No. 2 is filed as Exhibit 4.3 to this Form 8-A/A and is incorporated by reference herein. The foregoing description of the Rights Agreement and the Rights does not purport to be complete and is qualified in its entirety by reference to Exhibits 4.1, 4.2 and 4.3.

Item 2. Exhibits.

Exhibit Number	Description
4.1	<u>Rights Agreement, dated as of March 11, 2018, between Heat Biologics, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent, together with the following exhibits thereto: Exhibit A - Form of Right Certificate; Exhibit B - Summary of Rights to Purchase Shares of Common Stock of Heat Biologics, Inc. (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Heat Biologics, Inc. with the Securities and Exchange Commission on March 12, 2018 (File No. 001-35994))</u>
4.2	<u>Amendment No. 1 dated as of March 8, 2019 to the Rights Agreement dated March 11, 2018 by and between Heat Biologics, Inc. and Continental Stock Transfer & Trust Company, as rights agent (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by Heat Biologics, Inc. with the Securities and Exchange Commission on March 12, 2019 (File No. 001-35994))</u>
4.3	<u>Amendment No. 2 dated as of March 10, 2020 to the Rights Agreement dated March 11, 2018, as amended by Amendment No. 1 thereto, dated as of March 8, 2019, by and between Heat Biologics, Inc. and Continental Stock Transfer & Trust Company, as rights agent</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 13, 2020

HEAT BIOLOGICS, INC.

By: /s/ Jeffrey Wolf
Name: Jeffrey Wolf
Title: Chairman, President and Chief Executive Officer

AMENDMENT NO. 2 TO RIGHTS AGREEMENT

This Amendment No. 2 (this “Amendment”) dated the 10th day of March, 2020 to the Rights Agreement, dated March 11, 2018, as amended by Amendment No. 1 thereto, dated March 8, 2019 (the “Agreement”), by and between Heat Biologics, Inc. (the “Company”) and Continental Stock Transfer & Trust Company, as Rights Agent (the “Rights Agent”). Capitalized terms used herein without definition shall have the meanings assigned in the Agreement.

WHEREAS, pursuant to Section 27 of the Agreement, the Company and the Rights Agent may, for so long as the Rights are redeemable, from time to time, change or supplement the provisions under the Rights Agreement as the Company may deem necessary or desirable, without the approval of any holders of the Rights;

WHEREAS, as of the date hereof, a Flip-In Event has not occurred and, as such, the Rights are presently redeemable;

WHEREAS, the Company desires to amend the Agreement to extend the final expiration date of the Rights from the Close of Business on March 11, 2020 to the Close of Business on March 11, 2021; and

WHEREAS, pursuant to Section 27 of the Agreement, the Company hereby directs the Rights Agent that the Rights Agreement shall be amended as set forth in this Amendment.

NOW THEREFORE, the Company and the Rights Agent agree to amend the Agreement as follows:

1. Section 7(a) of the Agreement is hereby amended and restated in its entirety in to read as follows:

“Except as otherwise provided herein, the Rights shall become exercisable on the Distribution Date, and thereafter the registered holder of any Right Certificate (other than Right Certificates representing Rights that have become void pursuant to Section 11(a)(ii) hereof or that have been exchanged pursuant to Section 24 hereof) may, subject to Section 11(a)(ii) hereof and except as otherwise provided herein, exercise the Rights evidenced thereby in whole or in part upon surrender of the Right Certificate, with the form of election to purchase on the reverse side thereof duly executed, to the Rights Agent at the office or agency of the Rights Agent designated for such purpose, together with payment of the aggregate Purchase Price with respect to the total number of shares of Common Stock (or other securities, cash or other assets, as the case may be) as to which the Rights are exercised, at any time which is both after the Distribution Date and prior to the time (the “Expiration Date”) that is the earliest of (i) the Close of Business on March 11, 2021, (ii) the time at which the Rights are redeemed as provided in Section 23 hereof (the “Redemption Date”), (iii) the closing of any merger or other acquisition transaction involving the Company pursuant to an agreement of the type described in Sections 1(d)(ii)(A)(z) and 13(f) at

which time the Rights are terminated, or (iv) the time at which such Rights are exchanged as provided in Section 24 hereof.”

2. “The Form of Rights Certificate attached as Exhibit A to the Agreement and the Summary of Rights to Purchase Shares of Common Stock of Heat Biologics, Inc. attached as Exhibit B to the Agreement are each amended to replace each reference to “March 11, 2020” contained therein with “March 11, 2021”

3. This Amendment shall be effective immediately as of the date first written above, and thereafter, all references to the Agreement shall be deemed to be references to the Agreement, as amended hereby.

4. All other terms of the Agreement shall remain in full force and effect.

5. The undersigned officer of the Company hereby certifies to the Rights Agent that the amendments to the Agreement set forth in this Amendment are in compliance with Section 27 of the Rights Agreement and the certification contained in this Section 6 shall constitute the certification required by Section 27 of the Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

HEAT BIOLOGICS, INC.

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

**CONTINENTAL STOCK TRANSFER
& TRUST COMPANY, as Rights Agent**

By: /s/ Stacy Aqui
Name: Stacy Aqui
Title: Vice President