

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

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

PROMIS NEUROSCIENCES INC.

(Exact name of Registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation or organization)

**Suite 200, 1920 Yonge Street,
Toronto, Ontario**
(Address of Principal Executive Offices)

98-0647155
(I.R.S. Employer
Identification No.)

M4S 3E2
(Zip Code)

PROMIS NEUROSCIENCES INC 2007 STOCK OPTION PLAN, AS AMENDED
AMORFIX LIFE SCIENCES LTD. DEFERRED SHARE UNIT PLAN FOR CANADIAN SENIOR OFFICERS, AS AMENDED
(Full title of the plan)

C T Corporation System
1015 15th Street N.W., Suite 1000
Washington, D.C., 20005
(Name and address of agent for service)

(416) 847-6898
(Telephone number, including area code, of agent for service)

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 Securities Exchange Act of 1934, as amended.

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 of 1933, as amended.

Part I — Information Required in the Section 10(a) Prospectus

Item 1. Plan Information. *

Item 2. Registrant Information and Employee Plan Annual Information*

*The documents containing the information specified in "Item 1. Plan Information" and "Item 2. Registrant Information and Employee Plan Annual Information" of Form S-8 will be sent or given to participants, as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the United States Securities and Exchange Commission (the "Commission") either as part of this registration statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of 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 ProMIS Neurosciences, Inc. (the "Registrant") with the Commission are incorporated herein by reference:

(a) The Registrant's effective registration statement on Form 10 (File No. 001-41429) filed with the Commission on June 22, 2022, as amended on June 30, 2022 and July 1, 2022 (the "Registration Statement").

(b) All documents filed by the Registrant pursuant to Section 13(a) or 15(d) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to 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 offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof commencing on the respective dates on which such documents are filed.

(c) The description of the Registrant's common shares, without par value (the "Common Shares"), contained in the Registration Statement, incorporated by reference herein pursuant to (a) above, including any amendment or report filed for the purposes of updating such description.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the Canada Business Corporations Act, RSC 1985, c C-44 (the “CBCA”), the Registrant may indemnify its current or former directors or officers or another individual who acts or acted at its request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Registrant or another entity. The CBCA also provides that the Registrant may advance moneys to a director, officer or other individual for costs, charges and expenses reasonably incurred in connection with such a proceeding; provided that such individual shall repay the moneys if the individual does not fulfill the conditions described below.

However, indemnification is prohibited under the CBCA unless the individual:

- acted honestly and in good faith with a view to the Registrant’s best interests, or the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Registrant’s request; and
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Registrant’s by-laws provide it may indemnify, subject to the CBCA, each of its current directors or officers or former directors or officers of the Registrant or of a corporation of which the Registrant is or was a shareholder or creditor and the heirs and legal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or them in respect of any civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his being or having been a director or officer of the Registrant or a director or officer of such corporation, including any action brought by the Registrant or any such corporation.

The Registrant maintains insurance policies relating to certain liabilities that its directors and officers may incur in such capacity.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
3.1.1	Certificate of Amendment to the Articles, dated July 8, 2015 (incorporated by reference to Exhibit 3.1.1 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
3.1.2	Certificate of Amendment to the Articles, dated July 17, 2022 (incorporated by reference to Exhibit 3.1.2 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
3.1.3	Certificate of Amendment to the Articles, dated July 21, 2022 (incorporated by reference to Exhibit 3.1.3 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
3.2	By-laws (incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
3.2.1	By-law No. 2 (incorporated by reference to Exhibit 3.2.1 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
4.1	Form of Amended and Restated Unsecured Convertible Debenture dated June 17, 2022 (incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
4.2	ProMIS Neurosciences Inc. 2007 Stock Option Plan, as amended (incorporated by reference to Exhibit 10.38 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
4.3	Amorfix Life Sciences Ltd. Deferred Share Unit Plan for Canadian Senior Officers, as amended (incorporated by reference to Exhibit 10.39 to the Registrant’s Registration Statement on Form 10, as amended (File No. 001-41429)).
5.1*	Opinion of McMillan LLP.
23.1*	Consent of Baker Tilly US, LLP.
23.2*	Consent of McMillan LLP (contained in Exhibit 5.1 hereto).
24.1*	Powers of Attorney (included on the signature page of this registration statement).
107*	Calculation of Filing Fee Tables.

*Filed herewith

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;

(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 the 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 the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(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 (a)(1)(ii) 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; and

(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.

(h) 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, 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 Toronto, Ontario, Canada on September 7, 2022.

PROMIS NEUROSCIENCES INC.

By: /s/ Eugene Williams

Name: Eugene Williams

Title: Chairman and Chief Executive Officer

SIGNATURES AND POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Eugene Williams, Daniel E. Geffken, and Max A. Milbury, or any of them, as his or her true and lawful attorneys-in-fact and agents, each of whom may act alone, with full powers of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement, including post-effective amendments to this registration statement, registration statements filed pursuant to Rule 429 under the Securities Act, and any related registration statements necessary to register additional securities, and to file the same, with all exhibits thereto, and other documents and in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them the 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, and hereby ratifies and confirms all his or her said attorneys-in-fact and agents or any of them or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on September 7, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ Eugene Williams</u> Eugene Williams	Chairman, Chief Executive Officer & Director (principal executive officer)
<u>/s/ Daniel E. Geffken</u> Daniel E. Geffken	Chief Financial Officer (principal financial officer)
<u>/s/ Max A. Milbury</u> Max A. Milbury	Finance Director (principal accounting officer)
<u>/s/ Neil Cashman</u> Neil Cashman	Director
<u>/s/ Maggie Shafmaster</u> Maggie Shafmaster	Lead Independent Director
<u>/s/ William Wyman</u> William Wyman	Director
<u>/s/ Patrick Kirwin</u>	Director

Patrick Kirwin

/s/ Richard Gregory
Richard Gregory

Director

/s/ Josh Mandel-Brehm
Josh Mandel-Brehm

Director

Neil K. Warma

Director

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this Form S-8, solely in its capacity as duly authorized representative of ProMIS Neurosciences Inc. in the United States, on September 7, 2022.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director



Our File No. 58123V-0001

September 7, 2022

ProMIS Neurosciences Inc.
Suite 200, 1920 Yonge Street
Toronto, Ontario
M4S 3E2

Attention: Board of Directors

**Re: ProMIS Neurosciences Inc. (the “Corporation”)
Stock Option Plan and Deferred Share Unit Plan**

We have acted as Canadian counsel for the Corporation in connection with the preparation and filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) pursuant to the United States *Securities Act of 1933*, as amended (the “**Act**”). The Registration Statement relates to the registration of 1,455,771 common shares in the capital of the Corporation (the “**Shares**”) reserved for issuance with respect to: (i) the exercise of stock options (each, a “**Stock Option**”) granted or that may be granted pursuant to and in accordance with the Corporation’s Stock Option plan as amended as of June 29, 2015 and as reapproved by shareholders of the Corporation on June 30, 2021 (the “**Stock Option Plan**”); (ii) future awards of Stock Options granted pursuant to the Stock Option Plan; (iii) the conversion of deferred share units (each, a “**DSU**”) granted or that may be granted pursuant to and in accordance with the Amorfix Life Sciences Ltd. Deferred Share Unit Plan for Canadian Senior Officers, as amended and approved by shareholders of the Corporation as of September 29, 2014 (the “**DSU Plan**”); and (iv) future awards of DSUs granted pursuant to the DSU Plan.

In rendering the opinion set forth below, we have reviewed:

- (a) the Registration Statement and the exhibits thereto;
- (b) the Articles and Bylaws of the Corporation in effect as of the date hereof;
- (c) certain records of the Corporation’s corporate proceedings as reflected in its minute book, including resolutions of the board of directors of the Corporation (the “**Board**”) approving: (i) the Stock Option Plan and various Stock Options granted pursuant to the Stock Plan; and (ii) the DSU Plan and various DSUs granted pursuant to the DSU Plan;
- (d) an officer’s certificate (the “**Officer’s Certificate**”) signed by the Corporation’s Chief Executive Officer; and
- (e) such other documents as we have deemed relevant.

Subject to the foregoing and the assumptions, limitations and qualifications set forth in this letter, it is our opinion the Shares will be validly issued and fully paid and non-assessable Shares in the capital of the Corporation when issued pursuant to: (i) the exercise of Stock Options granted pursuant to the Stock Option Plan; and (ii) the conversion of DSUs granted pursuant to the DSU Plan, provided that, as applicable:

- (a) such Stock Options are granted in accordance with the terms and conditions of the Stock Option Plan;
- (b) such DSUs are granted in accordance with the terms and conditions of the DSU Plan;
- (c) the persons receiving any Stock Options under the Stock Plan perform their obligations to the Corporation in accordance with the terms and conditions of the Stock Plan and any agreement evidencing the grant of the Stock Options, including the payment of the required exercise price with respect to Stock Options; and
- (d) the persons receiving any DSUs under the DSU Plan perform their obligations to the Corporation in accordance with the terms and conditions of the DSU Plan and any agreement evidencing the grant of the DSUs.

Our opinion expressed herein is subject in all respects to the following assumptions, limitations and qualifications:

- (a) The foregoing opinion is limited to the laws of the Province of Ontario, including all applicable provisions of the *Canada Business Corporations Act* (the “**CBCA**”). We have not considered, and have not expressed any opinion with regard to, or as to the effect of, any other law, rule or regulation, state or federal, applicable to the Corporation. In particular, we express no opinion as to United States federal securities laws.
- (b) We have assumed: (i) the genuineness of all signatures on documents examined by us; (ii) the legal capacity of the officers of the Corporation; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to authentic originals of all documents submitted to us as certified, conformed, photostatic or other copies; and (v) that the documents, in the forms submitted to us for our review, have not been and will not be altered or amended in any respect.
- (c) We have assumed that: (i) each Stock Option granted or to be granted pursuant to the Stock Option Plan has been or will be duly authorized by the Board in accordance with the Articles and Bylaws of the Corporation, the CBCA and the Stock Option Plan; (ii) each DSU granted or to be granted pursuant to the DSU Plan has been or will be duly authorized by the Board in accordance with the Articles and Bylaws of the Corporation, the CBCA and the DSU Plan; and (iii) each agreement governing a Stock Option under the Stock Option Plan or DSU under the DSU Plan, respectively, has been or will be duly executed by each party thereto and constitutes or will constitute the legal, valid and binding obligations of the parties thereto, and that such agreements are or will be enforceable against each of the parties thereto in accordance with their respective terms.

(d) We have assumed that each of the statements made and certified in the Officer's Certificate was true and correct when made, has at no time since being made and certified become untrue or incorrect and remains true and correct on the date hereof.

(e) We are solicitors qualified to practice law in the Province of Ontario. The opinions expressed herein are limited to the laws of Ontario and the federal laws of Canada applicable therein, in each case as in effect on the date hereof. We express no opinion as to the laws of any other jurisdiction. We wish to advise you that we have no responsibility and assume no responsibility to advise you of any changes to applicable laws or any changes involving the Company after the date hereof.

(f) We have assumed that at the time the Corporation is or becomes obligated to issue any Shares upon exercise of Stock Options granted pursuant to the Stock Option Plan or upon the conversion of DSUs granted pursuant to the DSU Plan the Corporation: (i) will have adequate authorized and unissued Shares to fulfill such obligations; and (ii) will be in good standing under the CBCA.

(g) We have assumed the absence of fraud in any transaction pursuant to which Shares have been or may be issued pursuant to: (i) the exercise of any Stock Option under the Stock Option Plan and that the consideration authorized by the Board for the Shares will have been received by the Corporation prior to their issuance; and (ii) the conversion of any DSU under the DSU Plan.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and in any amendment thereto.

Yours truly,

/s/ McMillan LLP

McMillan LLP | Royal Centre, 1055 W. Georgia St., Suite 1500, PO Box 11117, Vancouver, BC, Canada V6E 4N7 | t 604.689.9111 | f 604.685.7084
Lawyers | Patent & Trade-mark Agents | Avocats | Agents de brevets et de marques de commerce
Vancouver | Calgary | Toronto | Ottawa | Montréal | Hong Kong | mcmillan.ca

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 4, 2022, except for the effects of the reverse share split described in Note 2, as to which the date is June 30, 2022, with respect to the consolidated financial statements of ProMIS Neurosciences Inc. included in the Registration Statement on Form 10 (No. 001-41429), filed with the Securities and Exchange Commission on June 22, 2022, as amended on June 30, 2022 and July 1, 2022.

/s/ BAKER TILLY US, LLP
Tewksbury, Massachusetts
September 7, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)PROMIS NEUROSCIENCES INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, no par value, issuable upon exercise of outstanding options under the Stock Option Plan	457(h)	834,691	\$ 5.83	\$ 4,866,249	(0.0000927)	\$ 451.10
Equity	Common Shares, no par value, issuable upon future grants under the Stock Option Plan	457(c)	604,414	5.53	3,342,409	(0.0000927)	309.84
Equity	Common Shares, no par value, issuable upon vesting of deferred share units issuable under the DSU Plan	457(c) and(h)	1,061	5.53	5,867	(0.0000927)	0.54
Equity	Common Shares, no par value, issuable upon future grants under the DSU Plan	457(c)	15,605	5.53	86,296	(0.0000927)	8.00
Total Offering Amounts					\$ 8,300,821		\$ 769.48
Total Fee Offsets							\$ 0
Net Fee Due							\$ 769.48

The amount registered reflected in Table 1 above represents the maximum number of Common Shares, no par value per share (the "Common Shares"), of ProMIS Neurosciences Inc. (the "Registrant") issuable pursuant to the ProMIS Neurosciences Inc. 2007 Stock Option Plan, as amended (the "Stock Option Plan"), and the Amorfix Life Sciences Ltd. Deferred Share Unit Plan for Canadian Senior Officers, as amended (the "DSU Plan," and together with the Stock Option Plan, the "Plans"), being registered on the Registration Statement on Form S-8 (the "Registration Statement") to which this exhibit relates. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement also covers an indeterminate number of additional Common Shares that may be offered and issued to prevent dilution resulting from share dividends, share splits, reverse share splits, combinations of shares, spin-offs, recapitalizations, mergers or similar capital adjustments as provided in the Plans. The proposed maximum offering price per share underlying outstanding options under the Stock Option Plan has been estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee with respect to the shares reserved for future issuance upon exercise of outstanding stock options granted pursuant to the Stock Option Plan, based on the weighted average exercise price (rounded to the nearest cent) of such outstanding options. The proposed maximum offering price per share underlying outstanding deferred share units granted under the DSU Plan has been calculated in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices for the Registrant's Common Shares quoted on The Nasdaq Capital Market on August 31, 2022, which was \$5.53 per Common Share.