

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

Amendment No. 16  
to  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Intensity Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**2836**

(Primary standard industrial  
classification code number)

**46-1488089**

(I.R.S. employer  
identification number)

**61 Wilton Road, 3<sup>rd</sup> Floor  
Westport, CT 06880  
Telephone: (203) 221-7381**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Lewis H. Bender  
Chief Executive Officer  
61 Wilton Road, 3<sup>rd</sup> Floor  
Westport, CT 06880  
Telephone: (203) 221-7381**

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

*Copies to:*

**Robert H. Cohen, Esq.  
Daniel L. Woodard, Esq.  
McDermott Will & Emery LLP  
One Vanderbilt Avenue  
New York, NY 10017  
Telephone: (212) 547-5400**

**Ivan K. Blumenthal, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
919 Third Avenue  
New York, New York 10022  
Telephone: (212) 935-3000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one).

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

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

This Amendment No. 16 to the Registration Statement on Form S-1 of Intensity Therapeutics, Inc. (the “Company”) (File No. 333-260565) is being filed as an exhibit-only filing solely to file the Opinion of McDermott Will & Emery LLP and amended Filing Fee Table. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, and the referenced exhibits. The prospectus and the balance of Part II of the Registration Statement are unchanged hereby and have been omitted.

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits

Exhibit Number	Description of Exhibit
1.1+	<a href="#">Form of Underwriting Agreement</a>
3.1+	<a href="#">Certificate of Incorporation of the Registrant, as currently in effect</a>
3.2+	<a href="#">Certificate of Amendment to Certificate of Incorporation of the Registrant, as currently in effect</a>
3.3+	<a href="#">Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect immediately prior to the completion of the offering</a>
3.4+	<a href="#">By-Laws of the Registrant, as currently in effect</a>
3.5+	<a href="#">Form of Amended and Restated By-Laws of the Registrant, to be in effect immediately prior to the completion of the offering</a>
4.1+	<a href="#">Specimen Common Stock Certificate evidencing the shares of Common Stock</a>
4.2+	<a href="#">Form of Underwriter Warrant</a>
5.1	<a href="#">Opinion of McDermott Will &amp; Emery LLP</a>
10.1+	<a href="#">Form of Indemnification Agreement by and between the Registrant and each of its directors and executive officers.</a>
10.2+#	<a href="#">2013 Stock and Option Plan, as amended</a>
10.3+#	<a href="#">2021 Equity Incentive Plan</a>
10.4+#	<a href="#">Amended and Restated Employment Agreement between the Registrant and Lewis H. Bender</a>
10.5+#	<a href="#">Employment Agreement, dated June 21, 2019, between the Registrant and Rebecca “Peggi” Drain</a>
10.6+#	<a href="#">Consulting Services Agreement, dated August 20, 2022, between the Registrant and Rebecca Drain</a>
10.7+#	<a href="#">Employment Agreement, dated August 25, 2014, between the Registrant and Ian B. Walters</a>
10.8+†	<a href="#">Clinical Trial Collaboration and Supply Agreement, dated April 13, 2020, between the Registrant and Bristol-Myers Squibb Company</a>
10.9+†	<a href="#">Clinical Trial Collaboration and Supply Agreement, dated June 21, 2019, between the Registrant and MSD International GmbH</a>
10.10+†	<a href="#">Material Transfer and Collaboration Agreement, dated March 18, 2021, between the Registrant and Ontario Institute for Cancer Research, Ottawa Hospital Research Institute and Dr. Angel Armaout</a>
10.11+	<a href="#">Westport Lease Agreement</a>
10.12+	<a href="#">First Amendment to Westport Lease Agreement</a>
10.13+	<a href="#">Second Amendment to Westport Lease Agreement</a>
10.14+	<a href="#">Westport Lease Modification/Termination Agreement</a>
10.15#+	<a href="#">Employment Agreement, dated June 20, 2023, between Registrant and John Wesolowski</a>
21.1+	<a href="#">List of Subsidiaries of the Registrant</a>
23.1+	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of McDermott Will &amp; Emery LLP (included in Exhibit 5.1)</a>
24.1+	<a href="#">Power of Attorney (included on signature page)</a>
107	<a href="#">Filing Fee table</a>

+ Previously filed

† Certain information has been excluded from the exhibit because it both (i) is not material and (ii) would likely cause competitive harm to the Registrant if publicly disclosed.

# Indicates a management contract or any compensatory plan, contract or arrangement.

(b) Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westport, CT on the 29<sup>th</sup> day of June, 2023.

**Intensity Therapeutics, Inc.**

By: /s/ Lewis H. Bender  
 Name: Lewis H. Bender  
 Title: President and Chief Executive Officer, Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the 29<sup>th</sup> day of June, 2023.

Signature	Title
<u>/s/ Lewis H. Bender</u>	President and Chief Executive Officer, Chairman

<u>Lewis H. Bender</u>	(Principal Executive Officer)
<u>/s/ John Wesolowski</u> John Wesolowski	Interim Chief Financial Officer, Principal Accounting Officer and Controller (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Daniel Donovan</u> Mr. Daniel Donovan	Director
<u>*</u> Dr. Emer Leahy	Director
<u>*</u> Dr. Mark A. Goldberg	Director
*By: <u>/s/ Lewis H. Bender</u> Lewis H. Bender Attorney-in-Fact	



June 29, 2023

Intensity Therapeutics, Inc.  
61 Wilton Road, 3rd Floor  
Westport, CT 06880

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Intensity Therapeutics, Inc., a Delaware corporation (the “Company”), in connection with the preparation of the Company’s registration statement on Form S-1, Registration No. 333-260565, under the Securities Act of 1933, as amended (the “Securities Act”), initially confidentially submitted by the Company with the Securities and Exchange Commission (the “Commission”) on September 20, 2021, publicly filed with the Commission on October 28, 2021 and amended on November 12, 2021, November 18, 2021, December 8, 2021, December 9, 2021, January 7, 2022, April 20, 2022, May 16, 2022, September 20, 2022, October 3, 2022, November 2, 2022, January 13, 2023, January 27, 2023, May 18, 2023, June 9, 2023 and June 23, 2023, as thereafter amended or supplemented (the “Registration Statement”). The Registration Statement relates to the registration of the proposed offer and sale of a proposed maximum aggregate offering price of \$18,687,500 of common stock, par value \$0.0001 per share (the “Common Stock”), including shares of Common Stock to cover the Underwriters’ (as defined below) option to purchase additional shares, if any, and warrants to be issued to the Underwriters (the “Underwriter Warrants”) to purchase shares of Common Stock (the “Warrant Shares”) at a maximum aggregate purchase price of \$1,569,750. The shares of Common Stock to be sold by the Company identified in the Registration Statement and the Warrant Shares are referred to herein as the “Shares.”

In rendering the opinion set forth herein, we have examined the originals, or photostatic or certified copies, of (i) the Company’s Certificate of Incorporation and Bylaws, each as currently in effect, (ii) the forms of the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, filed as Exhibits 3.3 and 3.5 to the Registration Statement, respectively, each of which is to be in effect prior to the closing of the offering contemplated by the Registration Statement (iii) certain resolutions of the Board of Directors of the Company related to the filing of the Registration Statement, the authorization and issuance of the Shares and related matters, (iv) the Registration Statement and all exhibits thereto, (v) the form of underwriting agreement to be entered into by and between the Company and The Benchmark Company, LLC, as representative of the underwriters (the “Underwriters”), substantially in the form of which to be filed as Exhibit 1.1 to the Registration Statement (the “Underwriting Agreement”), (vi) the form of Underwriter Warrant and (vii) such other records, documents and instruments as we deemed relevant and necessary for purposes of the opinion stated herein.

In making the foregoing examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies, and the authenticity of the originals of such copies. As to all questions of fact material to this opinion, where such facts have not been independently established, we have relied, to the extent we have deemed reasonably appropriate, upon representations or certificates of officers of the Company or governmental officials.

We have assumed that (i) the Company’s Amended and Restated Certificate of Incorporation will be filed with the Secretary of State for the State of Delaware under Delaware law before the issuance of the Shares, (ii) the Company’s Amended and Restated Bylaws will be adopted by the Board of Directors of the Company before the issuance of the Shares, and (iii) the specific terms of the sale of Shares will be duly authorized by the Board of Directors of the Company, a duly authorized committee thereof or a person or body pursuant to an authorization granted in accordance with Section 152 of the General Corporation Law of the State of Delaware.

---

We do not express any opinion herein concerning any law other than the General Corporation Law of the State of Delaware.

Based upon the foregoing, and subject to the qualifications, assumptions, limitations and exceptions stated herein, we are of the opinion that:

1. The Shares have been duly authorized by the Company and when issued by the Company against payment therefor in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.
2. The Underwriter Warrants have been duly authorized by the Company and when executed, issued and delivered by the Company in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Underwriter Warrants will be valid and legally binding obligations of the Company.

This opinion speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion that might affect the opinions expressed therein.

We hereby consent to the submission of this opinion to the Commission as an exhibit to the Registration Statement. We hereby also consent to the reference to our firm under the caption “Legal Matters” in the Registration Statement. We do not admit in providing such consent that we are included within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission thereunder.

Sincerely,

/s/ McDermott Will & Emery LLP

## Calculation of Filing Fee Tables

S-1  
(Form Type)Intensity Therapeutics, 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 or Carry Forward Rule	Maximum Aggregate Offering Price <sup>(1)(2)</sup>	Fee Rate	Amount of Registration Fee
<b>Newly Registered Securities</b>						
Fees Previously Paid	Equity	Common Stock, par value \$0.0001 per share	(1)	\$ 18,687,500	.0001102	\$ 2,059.36
	Other	Underwriter Warrants	(4)			
Fees Previously Paid	Equity	Common Stock, par value \$0.0001 per share, issuable upon exercise of the Underwriter Warrants <sup>(3)</sup>	(1)	\$ 1,569,750	.0001102	\$ 172.99
<b>Total Offering Amounts</b>				\$ 20,257,250		\$ 2,232.35
<b>Total Fees Previously Paid</b>						\$ 2,232.35
<b>Net Fee Due</b>						\$ 0

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Includes shares of Common Stock granted pursuant to the underwriters' option to purchase additional shares of Common Stock.
- (3) The registrant has agreed to issue, upon the closing of this offering, underwriter warrant to the underwriters, entitling them to purchase a number of shares of common stock equal to 7% of the aggregate shares of common stock sold in this offering (including any shares sold pursuant to the over-allotment option). The exercise price of the underwriter warrant will be equal to 120% of the public offering price of the common stock offered hereby.
- (4) In accordance with Rule 457(g) under the Securities Act, because the shares of Common Stock underlying the Underwriter Warrants are registered hereby, no separate registration fee is required with respect to the Underwriter Warrants registered hereby.