

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

FORM S-8
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)

46-1488089
(I.R.S. Employer
Identification No.)

1 Enterprise Drive, Suite 430
Shelton, CT 06484
Telephone: (203) 221-7381
(Address of principal executive offices) (Zip code)

Intensity Therapeutics, Inc. 2024 Employee Stock Purchase Plan
Intensity Therapeutics, Inc. 2021 Stock Incentive Plan
(Full title of the plans)

Lewis H. Bender
Chief Executive Officer
1 Enterprise Drive, Suite 430
Shelton, CT 06484
(Name and address of agent for service)

(203) 221-7381
(Telephone number, including area code, of agent for service)

Copy to:

Jeffrey P. Schultz
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
919 Third Avenue
New York, New York 10022
(212) 935-3000

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.

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 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. ☐

EXPLANATORY NOTE

Intensity Therapeutics, Inc. (the “Registrant”) has prepared this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to register (i) 529,300 additional shares of common stock, \$0.0001 par value per share (“Common Stock”), of the Registrant issuable pursuant to Registrant’s 2021 Stock Incentive Plan (the “2021 Plan”) and (ii) 500,000 shares of Common Stock issuable pursuant to the Registrant’s 2024 Employee Stock Purchase Plan (the “2024 ESPP”). The Registrant’s stockholders have previously approved the 2021 Plan and the 2024 ESPP, including the shares of Common Stock available for issuance pursuant thereto.

Pursuant to a Registration Statement on Form S-8 (File No. 333-274141) filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on August 22, 2023 (the “Prior Registration Statement”), the Registrant previously registered an aggregate of 4,196,606 shares of Common Stock under the 2021 Plan.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are hereby incorporated by reference into this Registration Statement:

- (1) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on [March 13, 2025](#);
- (2) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, filed with the Commission on [May 13, 2025](#);
- (3) the Registrant's Current Reports on Form 8-K filed with the Commission on [April 25, 2025](#), [May 20, 2025](#), [June 6, 2025](#) and [June 13, 2025](#), to the extent information therein is filed and not furnished;
- (4) the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on [June 2, 2025](#) (but only with respect to information required by Part III of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024, which information updated and superseded information included in Part III of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024); and
- (5) the description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on [November 30, 2021](#), as amended on [December 2, 2021](#), including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than current reports furnished under Item 2.02 and Item 7.01 of Form 8-K and any exhibits furnished on such form that relate to such items, after the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that 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 constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware ("DGCL") empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the

person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director or officer (i) for any breach of the officer's or director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director or officer derived an improper personal benefit, or (iv) with respect to directors, under Section 174 of the DGCL.

Additionally, the Registrant's Sixth Amended and Restated Certificate of Incorporation eliminates its directors' liability to the fullest extent permitted under the DGCL. The DGCL provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any transaction from which the director derives an improper personal benefit;
- for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- for any unlawful payment of dividends or redemption of shares; or
- for any breach of a director's duty of loyalty to the corporation or its stockholders.

If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Registrant's directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

In addition, the Registrant has entered into separate indemnification agreements with its directors and officers. These agreements, among other things, require the Registrant to indemnify its directors and officers for certain

expenses, including attorneys' fees, judgments, liabilities, fines, penalties and settlement amounts incurred by a director or officer in any action or proceeding arising out of their services as a director or officer of the Registrant or any other company or enterprise to which the person provides services at the Registrant's request.

The Registrant maintains a directors' and officers' insurance policy pursuant to which its directors and officers are insured against liability for actions taken in their capacities as directors or officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8.

Exhibits

Exhibit No.	Description of Exhibits	Incorporation by Reference
4.1	Sixth Amended and Restated Certificate of Incorporation, dated June 30, 2023	Exhibit 3.1 to the Current Report on Form 8-K filed on July 5, 2023
4.2	Amended and Restated Bylaws, dated July 5, 2023	Exhibit 3.2 to the Current Report on Form 8-K filed on July 5, 2023
5.1*	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.	
23.1*	Consent of EisnerAmper LLP, independent registered public accounting firm for Intensity Therapeutics, Inc.	
23.2*	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1)	
24.1*	Power of Attorney (included on the signature page hereof)	
99.1	Intensity Therapeutics, Inc. 2021 Stock Incentive Plan	Exhibit 99.2 to the Registration Statement on Form S-8 (File No. 333-274141), filed on August 22, 2023, as amended
99.2	Intensity Therapeutics, Inc. 2024 Employee Stock Purchase Plan	Appendix A to the Definitive Proxy Statement on Schedule 14A, filed on June 4, 2024
107*	Filing Fee Table	

* 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 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 volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" in the effective Registration Statement; and

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section 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.
- (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 this 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.
- (c) 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 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 Shelton, CT on June 27, 2025.

Intensity Therapeutics, Inc.

/s/ Lewis H. Bender

Lewis H. Bender

President and Chief Executive Officer, Chairman

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Lewis H. Bender and Joseph Talamo, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes 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 below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Lewis H. Bender Lewis H. Bender	President and Chief Executive Officer, Chairman (<i>Principal Executive Officer</i>)	June 27, 2025
/s/ Joseph Talamo Joseph Talamo	Chief Financial Officer (<i>Principal Financial Officer</i>)	June 27, 2025
/s/ John Wesolowski John Wesolowski	Principal Accounting Officer and Controller (<i>Principal Accounting Officer</i>)	June 27, 2025
/s/ Dr. Emer Leahy Dr. Emer Leahy	Director	June 27, 2025
/s/ Mark A. Goldberg Mark A. Goldberg	Director	June 27, 2025
/s/ Daniel Donovan Daniel Donovan	Director	June 27, 2025
/s/ Thomas I. H. Dubin Thomas I. H. Dubin	Director	June 27, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)Intensity Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)Table 1 - Newly Registered Securities
CALCULATION OF REGISTRATION FEE

Security Type	Security Class Title	Fee Calculation	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance under the 2021 Stock Incentive Plan	457(c) and 457(h)	529,300 ⁽²⁾	\$0.2944 ⁽³⁾	\$155,826	\$0.00015310	\$23.86
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance under the 2024 Employee Stock Purchase Plan	457(c) and 457(h)	500,000 ⁽⁴⁾	\$0.2502 ⁽⁵⁾	\$125,100	\$0.00015310	\$19.15
Total Offering Amount					\$280,926		\$43.01
Total Fees Previously Paid							-
Total Fee Offsets							-
Net Fee Due							\$43.01

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional shares of the Registrant’s Common Stock that become issuable under the 2021 Stock Incentive Plan (the “2021 Plan”) and the 2024 Employee Stock Purchase Plan (the “2024 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents 529,300 additional shares of Common Stock reserved for future issuance under the 2021 Plan, which represents the number of additional shares that have become reserved for future issuance under the 2021 Plan pursuant to an annual “evergreen” increase provision contained in the 2021 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1 of each year for a period of up to ten years, beginning on January 1, 2022 and continuing through January 1, 2031, by the lesser of (i) 3.5% of the total number of shares of our Common Stock outstanding on December 31 of the immediately preceding year, or (ii) such smaller number of shares of our Common Stock as is determined by our Board of Directors.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$0.2944 per share, which is the average of the high and low prices of the Registrant’s Common Stock on June 24, 2025, as reported on the Nasdaq Capital Market.
- (4) Represents shares of Common Stock reserved for issuance under the 2024 ESPP.
- (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$0.2944 per share, which is the average of the high and low prices of Registrant’s Common Stock on June 24, 2025, as reported on the Nasdaq Capital Market. Pursuant to the 2024 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value of a share of Common Stock on the last trading day prior to the first trading day of each offering period or on the last trading day prior to the exercise period.



June 27, 2025

Intensity Therapeutics, Inc.
1 Enterprise Drive, Suite 430
Shelton, Connecticut 06484

Re: Intensity Therapeutics, Inc. Registration Statement on Form S-8

Ladies and Gentleman:

We are rendering this opinion in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), with respect to the registration of 1,029,300 shares (the “**Shares**”) of common stock, par value \$0.0001 per share (the “**Common Stock**”), of Intensity Therapeutics, Inc., a Delaware corporation (the “**Company**”), pursuant to the Intensity Therapeutics, Inc. 2021 Stock Incentive Plan (the “**2021 Plan**”) and the Intensity Therapeutics Inc. 2024 Employee Stock Purchase Plan (the “**2024 Plan**” and together with the 2021 Plan, the “**Plans**”).

We have examined: (i) the Registration Statement; (ii) the Company’s Sixth Amended and Restated Certificate of Incorporation, as amended and supplemented (the “**Amended and Restated Certificate of Incorporation**”); (iii) the Company’s Amended and Restated Bylaws (the “**Amended and Restated Bylaws**”); (iv) the Plans; and (v) the corporate proceedings relating to the registration of the Shares pursuant to the Plans.

In addition to the examination outlined above, we have conferred with various officers of the Company and have ascertained or verified, to our satisfaction, such additional facts as we deemed necessary or appropriate for the purposes of this opinion. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, the genuineness of all signatures on documents reviewed by us and the legal capacity of natural persons.

Based on the foregoing, we are of the opinion that when the issuance of the Shares has been duly and validly approved by the Board of Directors of the Company, the Shares will be duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the terms of the Plans and the applicable award agreements thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law, as currently in effect.

We consent to the filing of this opinion as an exhibit to the Registration Statement and we consent to the use of our name wherever it appears in the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON LOS ANGELES MIAMI NEW YORK SAN DIEGO SAN FRANCISCO TORONTO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Intensity Therapeutics, Inc. on Form S-8 to be filed on or about June 27, 2025 of our report dated March 13, 2025, on our audits of the financial statements as of December 31, 2024 and 2023 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed March 13, 2025. Our report includes an explanatory paragraph about the existence of substantial doubt concerning the Company's ability to continue as a going concern.

/s/ EisnerAmper LLP

EISNERAMPER LLP
New York, New York
June 27, 2025