

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

**POST-EFFECTIVE AMENDMENT NO.1 TO  
FORM S-8**

**UNDER THE SECURITIES ACT OF 1933**

**MEDICENNA THERAPEUTICS CORP.**

(Exact name of registrant as specified in its charter)

Canada  
(State or other jurisdiction of  
incorporation or organization)

Not applicable  
(I.R.S. Employer  
Identification No.)

2 Bloor St. W., 7th Floor  
Toronto, Ontario  
Canada  
(Address of Principal Executive Offices)

M4W 3E2  
(Zip Code)

Medicenna Therapeutics Corp.  
2017 Stock Option Plan  
(Full title of the plan)

C T Corporation System  
28 Liberty Street  
New York, New York 10005  
(Name and address of agent for service)

(212) 894-8940

(Telephone number, including area code, of agent for service)

Copy to:

<p>Charles-Antoine Soulière McCarthy Tétrault LLP 500, Grande Allée Est 9e étage Québec City, Québec G1R 2J7 Canada Telephone: (418) 521-3028</p>	<p>David Hyman Medicenna Therapeutics Corp. 2 Bloor St. W., 7th Floor Toronto, Ontario M4W 3E2 Canada Telephone: (416) 648-5555</p>	<p>Thomas M. Rose Troutman Pepper Hamilton Sanders LLP 401 9th Street, NW, Suite 1000 Washington, DC 20004 United States Telephone: (757) 687-7715</p>
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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   
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.

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## EXPLANATORY NOTE

Medicenna Therapeutics Corp. (the “**Registrant**”) is filing this Post-Effective Amendment (this “**Amendment**”) to its Registration Statement on Form S-8, File No. 333-240225 (the “**Registration Statement**”), to terminate the offering registered on such Registration Statement and to withdraw and remove from registration, and deregister certain securities originally registered by the Registrant pursuant to the Registration Statement.

In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of post-effective amendment, any of the securities which had been registered for issuance but remain unsold or unissued at the termination of the offerings, the Registrant hereby terminates the effectiveness of the Registration Statement, and removes and withdraws from registration any and all such securities of the Registrant registered pursuant to the Registration Statement that remain unsold or unissued as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the City of Toronto, Province of Ontario, Canada, on the fifteenth day of April, 2024.

**MEDICENNA THERAPEUTICS CORP.**  
(Registrant)

By: /s/ Fahar Merchant  
Fahar Merchant  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on April 15, 2024.

<b>Signature</b>	<b>Title</b>
<u>/s/ Fahar Merchant</u> Fahar Merchant	President, Chief Executive Officer and Chairman (principal executive officer)
<u>/s/ David Hyman</u> David Hyman	Chief Financial Officer (principal financial and accounting officer)
<u>*</u> Albert G. Beraldo	Lead Director
<u>*</u> Karen Dawes	Director
<u>*</u> Dr. John Geltosky	Director
<u>*</u> John H. Sampson	Director

\* By: /s/ Fahar Merchant  
Fahar Merchant  
Attorney-in-Fact  
April 15, 2024

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**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of Medicenna Therapeutics Corp. in the United States, in the City of Newark, State of Delaware, on April 15, 2024.

**PUGLISI & ASSOCIATES**

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director