

Registration No. 333-249425
Registration No. 333-254097
Registration No. 333-263393
Registration No. 333-270839

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

Post-Effective Amendment No. 1
to
Form S-8 Registration Statement No. 333-249425
Form S-8 Registration Statement No. 333-254097
Form S-8 Registration Statement No. 333-263393
Form S-8 Registration Statement No. 333-270839

UNDER
THE SECURITIES ACT OF 1933

Oncorus, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-3779757
(I.R.S. Employer
Identification No.)

4 Corporate Drive
Andover, Massachusetts
(Address of principal executive offices)

01810
(Zip Code)

Oncorus, Inc. 2016 Equity Incentive Plan, as amended
Oncorus, Inc. 2020 Equity Incentive Plan
Oncorus, Inc. 2020 Employee Stock Purchase Plan
(Full titles of the plans)

Brian J. Shea
President and Interim Chief Executive Officer
General Counsel & Secretary
Oncorus, Inc.
4 Corporate Drive
Andover, Massachusetts 01810
(339) 240-3330
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:
Marc A. Recht
Brian F. Leaf
Courtney T. Thorne
Cooley LLP
500 Boylston Street
Boston, Massachusetts 02116
(617) 937-2300

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.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statements on Form S-8 (each, a "**Registration Statement**" and, collectively, the "**Registration Statements**"), previously filed by Oncorus, Inc. (the "**Company**"), with the U.S. Securities and Exchange Commission (the "**SEC**"):

- Registration Statement on Form S-8 (File No. 333-249425), originally filed with the SEC on [October 9, 2020](#), pertaining to the registration of 2,819,048 shares of the Company's common stock, \$0.0001 par value per share ("**Common Stock**"), under the Company's 2020 Equity Incentive Plan (the "**2020 Plan**"), 280,000 shares of Common Stock under the Company's 2020 Employee Share Purchase Plan (the "**2020 ESPP**"), and 2,109,151 shares of Common Stock under the Company's 2016 Equity Incentive Plan, as amended (the "**2016 Plan**");
- Registration Statement on Form S-8 (File No. 333-254097), originally filed with the SEC on [March 10, 2021](#), pertaining to the registration of an additional 1,130,896 shares of Common Stock under the 2020 Plan;
- Registration Statement on Form S-8 (File No. 333-263393), originally filed with the SEC on [March 9, 2022](#), pertaining to the registration of an additional 1,292,458 shares of Common Stock under the 2020 Plan; and
- Registration Statement on Form S-8 (File No. 333-270839), originally filed with the SEC on [March 24, 2023](#), pertaining to the registration of an additional 1,298,656 shares of Common Stock under the 2020 Plan and an additional 259,731 shares of Common Stock under the 2020 ESPP.

The Company is filing this Post-Effective Amendment No. 1 to the Registration Statements 333-249425; 333-254097; 333-263393; and 333-270839 to withdraw and remove from registration any and all shares of Common Stock that remain unsold or otherwise unissued under the Registration Statements.

On June 6, 2023, the Company's board of directors approved a Plan of Dissolution (the "**Plan of Dissolution**") which, following the approval by the Company's stockholders at the special meeting to be held on July 28, 2023, authorizes the Company to liquidate and dissolve the Company in accordance with the Plan of Dissolution.

In connection with the Plan of Dissolution, the Company has terminated any and all offerings of its securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes and withdraws from registration all securities of the Company registered pursuant to the Registration Statements that remain unsold as of the date hereof. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities, and the Company hereby terminates the effectiveness of the Registration Statements.
