

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

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

**EXICURE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**8045 Lamon Avenue  
Suite 410  
Skokie, Illinois**  
(Address of principal executive offices)

**81-5333008**  
(I.R.S. Employer  
Identification No.)

**60077**  
(Zip Code)

**Exicure, Inc. 2017 Equity Incentive Plan**  
(Full Title of the Plan)

**Corporation Service Company**  
251 Little Falls Drive  
Wilmington, DE 19808  
(866) 403-5272  
(Name, address and telephone number, including area code, of agent for service)

Copies to:  
**Sam Zucker**  
**Goodwin Procter LLP**  
601 Marshall St.  
Redwood City, California 94063  
(650) 752-3232

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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.0001 par value per share	4,303,463 shares (3)	\$2.17	\$9,327,757	\$1,211

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional and indeterminate number of shares as may become issuable pursuant to the provisions of the above named plans relating to adjustments for changes resulting from a stock dividend, stock split or similar change.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based on \$2.17, the average of the high and low sale prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on March 5, 2020.
- (3) Represents an automatic increase to the number of shares available for issuance under the Registrant’s 2017 Equity Incentive Plan (the “Equity Incentive Plan”), in accordance with the automatic annual increase provision of the Equity Incentive Plan, effective as of January 1, 2020. Shares available for issuance under the Equity Incentive Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on February 13, 2018 (Registration No. 333-222999).

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Equity Incentive Plan. The number of shares of Common Stock reserved and available for issuance under the Equity Incentive Plan is subject to an automatic annual increase on each January 1, beginning on January 1, 2020, by an amount equal to the least of (i) 4,600,000 shares of Common Stock, (ii) five percent of the number of shares of Common Stock that are issued and outstanding as of such date or (iii) a lesser number of shares of Common Stock determined by the Committee (as defined in the Equity Incentive Plan). Accordingly, on January 1, 2020, the number of shares of Common Stock reserved and available for issuance under the Equity Incentive Plan increased by 4,303,463. This Registration Statement registers these additional 4,303,463 shares of Common Stock. The additional shares are of the same class as other securities relating to the Equity Incentive Plan for which the Registrant's registration statement filed on Form S-8 (File No. 333-222999) on February 13, 2018, is effective. The information contained in the Registrant's registration statement filed on Form S-8 (File No. 333-222999) on February 13, 2018 is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
4.1	<a href="#"><u>Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K filed with the Commission on October 2, 2017, as amended by the Registrant's Current Report on Form 8-K/A filed with the Commission on November 7, 2017).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Exicure, Inc. (incorporated by reference to Exhibit 3.4 to the Registrant's Current Report on Form 8-K filed with the Commission on October 2, 2017, as amended by the Registrant's Current Report on Form 8-K/A filed with the Commission on November 7, 2017).</u></a>
4.3	<a href="#"><u>Exicure, Inc. 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Commission on October 2, 2017, as amended by the Registrant's Current Report on Form 8-K/A filed with the Commission on November 7, 2017).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>

\* Filed herewith

## 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 the Village of Skokie, State of Illinois, on the 9th day of March, 2020.

### EXICURE, INC.

By: /s/ David A. Giljohann

David A. Giljohann, Ph.D.

Chief Executive Officer and Director

### POWER OF ATTORNEY AND SIGNATURES

We, the undersigned directors and officers of the Registrant, hereby severally constitute and appoint David A. Giljohann and David S. Snyder, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith, and any and all post-effective amendments to said registration statement, with the Securities and Exchange Commission, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney. This Power of Attorney does not revoke any power of attorney previously granted by the undersigned, or any of them.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David A. Giljohann</u> David A. Giljohann, Ph.D.	Chief Executive Officer and Director (principal executive officer)	March 9, 2020
<u>/s/ David S. Snyder</u> David S. Snyder	Chief Financial Officer (principal financial officer and principal accounting officer)	March 9, 2020
<u>/s/ Chad A. Mirkin</u> Chad A. Mirkin, Ph.D.	Director and Chairman of the Board of Directors	March 9, 2020
<u>/s/ Jeffrey L. Cleland</u> Jeffrey L. Cleland	Director	March 9, 2020
<u>/s/ Bosun Hau</u> Bosun Hau	Director	March 9, 2020
<u>/s/ Helen S. Kim</u> Helen S. Kim	Director	March 9, 2020
<u>/s/ Bali Muralidhar</u> Bali Muralidhar, M.D., Ph.D.	Director	March 9, 2020
<u>/s/ Jay R. Venkatesan</u> Jay R. Venkatesan, M.D.	Director	March 9, 2020
<u>/s/ Timothy P. Walbert</u> Timothy P. Walbert	Director	March 9, 2020
<u>/s/ David R. Walt</u> David R. Walt, Ph.D.	Director	March 9, 2020

March 9, 2020

Exicure, Inc.  
8045 Lamon Avenue  
Suite 410  
Skokie, Illinois 60077

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 4,303,463 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Exicure, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2017 Equity Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTOR LLP  
GOODWIN PROCTOR LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors

Exicure, Inc.:

We consent to the use of our report dated March 9, 2020, with respect to the consolidated balance sheets of Exicure, Inc. and subsidiary as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes, all included in the Annual Report on Form 10-K of Exicure, Inc. for the year ended December 31, 2019, incorporated by reference herein. Our report dated March 9, 2020, on the consolidated financial statements refers to the adoption of the Financial Accounting Standards Board Accounting Standards Codification (ASC) Topic 842, *Leases*.

/s/ KPMG LLP

Chicago, Illinois  
March 9, 2020