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

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

52-1256615
(I.R.S. Employer
Identification No.)

997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648-2311
(Address of principal executive offices) (Zip code)

Imunon, Inc. 2018 Stock Incentive Plan
(Full title of the plan)

Stacy R. Lindborg
President and Chief Executive Officer
997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648
(609) 896-9100

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

Copies to:
Jurgita Ashley
Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, Ohio 44114
(216) 566-5500

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.

EXPLANATORY NOTE

On June 16, 2026, the shareholders of Imunon, Inc. (the “Registrant”) approved an amendment to the Imunon, Inc. 2018 Stock Incentive Plan, as amended as of June 16, 2026 (the “Amended Plan”) to increase the number of shares of the Registrant’s common stock, par value \$0.01 (the “Common Stock”) that are available for issuance thereunder by 1,000,000 shares. This Registration Statement on Form S-8 is being filed by the Registrant for the purpose of registering an additional 1,000,000 shares of Common Stock, in accordance with the Amended Plan. Pursuant to Instruction E of Form S-8, the contents of the (i) the Form S-8 Registration Statement (File No. [333-291493](#)) filed with the Securities and Exchange Commission (the “Commission”) on November 13, 2025, (ii) the Form S-8 Registration Statement (File No. [333-273923](#)) filed with the Commission on August 11, 2023, (iii) the Form S-8 Registration Statement (File No. [333-266882](#)) filed with the Commission on August 15, 2022, (iv) the Form S-8 Registration Statement (File No. [333-240275](#)) filed with the Commission on July 31, 2020, (v) the Form S-8 Registration Statement (File No. [333-233344](#)) filed with the Commission on August 16, 2019, and (vi) the Form S-8 Registration Statement (File No. [333-225045](#)) filed with the Commission on May 18, 2018 are incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth below.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- 1) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the Commission on March 31, 2026;
- 2) The Registrant's Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2026, filed with the Commission on May 12, 2026;
- 3) The Registrant's Current Reports on Form 8-K filed with the Commission on [January 7, 2026](#), [February 5, 2026](#), [March 23, 2026](#), [May 4, 2026](#), [June 4, 2026](#), and [June 16, 2026](#), excluding any information furnished in such reports under Item 2.02, Item 7.01 or Item 9.01; and
- 4) Description of Securities of the Registrant, incorporated herein by reference to [Exhibit 4.8](#) to the Annual Report on Form 10-K of the Registrant for the fiscal year ended December 31, 2025, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"). Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, or other information that the Registrant may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Restated Certificate of Incorporation, dated March 22, 2023, incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Registrant, filed with the Commission on March 24, 2023.</u>
4.2	<u>Amendment to the Restated Certificate of Incorporation, dated July 11, 2025, incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Registrant, filed with the Commission on July 11, 2025.</u>
4.3	<u>Amendment to the Restated Certificate of Incorporation, dated July 21, 2025, incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Registrant, filed with the Commission on July 23, 2025.</u>
4.4	<u>Certificate of Designation of Preferences and Rights of Series A Preferred Stock, dated June 1, 2026, incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Registrant, filed with the Commission on June 4, 2026.</u>
4.5	<u>Amended and Restated Bylaws, effective on March 15, 2024, incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Registrant, filed with the Commission on March 18, 2024.</u>
5.1*	<u>Opinion of Thompson Hine LLP.</u>
23.1*	<u>Consent of WithumSmith+Brown, PC.</u>
23.2*	<u>Consent of Thompson Hine LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (set forth on the signature page of this Registration Statement).</u>
99.1	<u>Imunon, Inc. 2018 Stock Incentive Plan, as amended as of June 16, 2026, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Registrant, filed with the Commission on June 16, 2026.</u>
99.2	<u>Form of Incentive Stock Option Grant Agreement under the 2018 Stock Incentive Plan, incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of the Registrant for the quarter ended March 31, 2024.</u>
99.3	<u>Form of Restricted Stock Agreement under the 2018 Stock Incentive Plan, incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of the Registrant for the quarter ended March 31, 2024.</u>
107*	<u>Filing Fee Table.</u>

* 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 City of Lawrenceville, State of New Jersey on June 17, 2026.

IMUNON, INC.

By: /s/ Stacy R. Lindborg
Stacy R. Lindborg, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Stacy R. Lindborg and Susan Eylward, acting alone or together with another attorney-in-fact, as his or her true and lawful attorneys-in-fact and agents, 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, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, and any subsequent registration statements pursuant to Rule 462 of the Securities Act, with the 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 in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that 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, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stacy R. Lindborg</u> Stacy R. Lindborg, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	June 17, 2026
<u>/s/ Jeffrey W. Church</u> Jeffrey W. Church	Chief Financial Officer (Principal Financial and Accounting Officer)	June 17, 2026
<u>/s/ Michael H. Tardugno</u> Michael H. Tardugno	Executive Chairman of the Board of Directors	June 17, 2026
<u>/s/ Donald P. Braun</u> Donald P. Braun, Ph.D.	Director	June 17, 2026
<u>/s/ James E. Dentzer</u> James E. Dentzer	Director	June 17, 2026
<u>/s/ Frederick J. Fritz</u> Frederick J. Fritz	Director	June 17, 2026
<u>/s/ Christine A. Pellizzari</u> Christine A. Pellizzari	Director	June 17, 2026



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 NEW YORK | SILICON VALLEY | WASHINGTON, D.C.

June 17, 2026

Imunon, Inc.
 997 Lenox Drive, Suite 100
 Lawrenceville, New Jersey 08648

RE: Registration Statement on Form S-8 – Imunon, Inc. 2018 Stock Incentive Plan, as amended as of June 16, 2026

Ladies and Gentlemen:

Imunon, Inc., a Delaware corporation (the “Company”), is filing with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the issuance of up to 1,000,000 shares of common stock, par value \$0.01 per share, of the Company (the “Common Stock”), issuable pursuant to the Company’s 2018 Stock Incentive Plan, as amended as of June 16, 2026 (the “Plan”), as well as the authorized forms of stock option, restricted stock or other applicable award agreements under the Plan (collectively, the “Award Agreements”).

Item 601 of Regulation S-K and the instructions to Form S-8 require that an opinion of counsel concerning the legality of the securities to be registered be filed as an exhibit to a Form S-8 registration statement if the securities are original issue shares. This opinion is provided in satisfaction of that requirement as it relates to the Registration Statement.

In rendering this opinion, we have examined copies of (a) the Company’s Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each in the form filed as exhibits with the Commission, (b) the Plan, in the form filed as an exhibit with the Commission, and (c) such other records and documents as we have deemed advisable in order to render this opinion. In such 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, and the conformity to the originals or certified copies of all documents submitted to us as copies thereof.

As a result of the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, under the laws of the State of Delaware, when issued pursuant to and in accordance with the Plan and the applicable Award Agreements, the shares of Common Stock that are the subject of the Registration Statement will be validly issued, fully paid, and non-assessable.

In rendering this opinion, we have assumed that the resolutions authorizing the Company to issue the shares of Common Stock pursuant to the Plan and the applicable Award Agreements will be in full force and effect at all times at which the shares of Common Stock are issued by the Company and that the Company will take no action inconsistent with such resolutions. We have further assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors in accordance with applicable law.

Our opinion expressed above is limited to the General Corporation Laws of the State of Delaware, as currently in effect, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

This opinion letter 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 letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby 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 of the Commission.

Very truly yours,

/s/ Thompson Hine LLP

Thompson Hine LLP

THOMPSON HINE LLP
 ATTORNEYS AT LAW

3900 Key Center
 127 Public Square
 Cleveland, Ohio 44114-1291

www.ThompsonHine.com
 O: 216.566.5500
 F: 216.566.5800

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 30, 2026 (which includes explanatory paragraphs relating to the Company's ability to continue as a going concern), relating to the consolidated financial statements of Imunon, Inc. as of December 31, 2025 and 2024 appearing in the entity's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ WithumSmith+Brown, PC

East Brunswick, New Jersey
June 17, 2026
