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

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

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**CARGO Therapeutics, Inc.**

(Exact name of Registrant as specified in its charter)

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

**84-4080422**  
(I.R.S. Employer  
Identification Number)

**1900 Alameda De Las Pulgas, Suite 350**  
**San Mateo, California**  
(Address of Principal Executive Offices)

**94403**  
(Zip Code)

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**CARGO Therapeutics, Inc. 2023 Incentive Award Plan**  
**CARGO Therapeutics, Inc. 2023 Employee Stock Purchase Plan**  
(Full Title of the Plan)

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**Gina Chapman**  
**Chief Executive Officer**  
**CARGO Therapeutics, Inc.**  
**1900 Alameda De Las Pulgas, Suite 350**  
**San Mateo, California**  
**(650) 379-6143**

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

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*Copies to:*

**B. Shayne Kennedy**  
**Benjamin A. Potter**  
**Phillip S. Stoup**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, California 94025**  
**(650) 328-4600**

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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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**Proposed sale to take place as soon after the effective date of the  
registration statement as awards under the plans are exercised and/or vest.**



## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

*In this registration statement, CARGO Therapeutics, Inc. is sometimes referred to as "Registrant," "we," "us" or "our."*

#### REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement on Form S-8 is filed by the Registrant, relating to (a) 2,060,277 shares of its common stock, \$0.001 par value (the "Common Stock"), issuable to eligible employees, directors and consultants of the Registrant under the Registrant's 2023 Incentive Award Plan (the "2023 Plan") and (b) 412,055 shares of Common Stock issuable to eligible employees of the Registrant under the Registrant's 2023 Employee Stock Purchase Plan (the "ESPP"). Shares available for issuance under the 2023 Plan and the ESPP were previously registered on a registration statement on Form S-8 filed with the SEC on November 14, 2023, Registration No. [333-275556](#) (the "Prior Registration Statement"). The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities. Pursuant to Section E of the General Instructions to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

#### Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The contents of the Registrant's earlier Registration Statement on Form S-8 relating to the 2023 Plan and ESPP, previously filed with the SEC on November 14, 2023 (File No. [333-275556](#));
- (b) the Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the SEC on March 21, 2024; and
- (c) The description of the Registrant's common stock contained in the Registrant's registration statement on [Form 8-A](#) (File No. 001-41859), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on November 7, 2023 including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of this registration statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein

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shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which 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 be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	<a href="#">Amended and Restated Certificate of Incorporation, as amended, currently in effect</a>	8-K	11/14/2023	3.1	
4.2	<a href="#">Bylaws, as amended, currently in effect</a>	8-K	11/14/2023	3.2	
4.3	<a href="#">Form of Common Stock Certificate</a>	S-1/A	11/6/2023	4.2	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>				X
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>				X
23.2	<a href="#">Consent of independent registered public accounting firm</a>				X
24.1	<a href="#">Power of Attorney. Reference is made to the signature page to the Registration Statement</a>				X
99.1(a)#	<a href="#">2023 Incentive Award Plan</a>	S-8	11/14/2023	99.2(a)#	
99.1(b)#	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement under the 2023 Incentive Award Plan</a>	S-8	11/14/2023	99.2(b)#	
99.1(c)#	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2023 Incentive Award Plan</a>	S-8	11/14/2023	99.2(c)#	
99.2#	<a href="#">Employee Stock Purchase Plan</a>	S-8	11/14/2023	99.3#	
107	<a href="#">Filing Fee Table</a>				X

# Indicates management contract or compensatory plan.

## 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 San Mateo, State of California, on the 21<sup>st</sup> day of March, 2024.

CARGO Therapeutics, Inc.

By: /s/ Gina Chapman

Name: Gina Chapman

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Gina Chapman and Anup Radhakrishnan, and each of them, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her 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 this Registration Statement, with all 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 in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Gina Chapman</u> Gina Chapman	Chief Executive Officer and Director (Principal Executive Officer)	March 21, 2024
<u>/s/ Anup Radhakrishnan</u> Anup Radhakrishnan	Chief Financial Officer (Principal Financial Officer)	March 21, 2024
<u>/s/ John Orwin</u> John Orwin	Chairperson and Director	March 21, 2024
<u>/s/ Abraham Bassan</u> Abraham Bassan	Director	March 21, 2024
<u>/s/ Reid Huber</u> Reid Huber	Director	March 21, 2024
<u>/s/ David Lubner</u> David Lubner	Director	March 21, 2024
<u>/s/ Krishnan Viswanadhan</u> Krishnan Viswanadhan	Director	March 21, 2024

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**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
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Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

March 21, 2024

CARGO Therapeutics, Inc.  
 1900 Alameda De Las Pulgas, Suite 350  
 San Mateo, California 94403

Re: Registration Statement on Form S-8; 2,472,332 shares of Common Stock of CARGO Therapeutics, Inc., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to CARGO Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 2,472,332 shares of common stock of the Company, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s 2023 Incentive Award Plan (the “*2023 Plan*”) and 2023 Employee Stock Purchase Plan (together with the 2023 Plan, the “*Plans*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on March 21, 2024 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares (in the form of the specimen certificate most recently filed as an exhibit to the Registration Statement) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the applicable Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 21, 2024 relating to the financial statements of CARGO Therapeutics, Inc., appearing in the Annual Report on Form 10-K of CARGO Therapeutics, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

San Francisco, California

March 21, 2024

## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

**CARGO Therapeutics, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1—Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	2,060,277 <sup>(2)</sup>	\$26.88 <sup>(3)</sup>	\$55,380,245.76	\$0.0001476	\$8,174.13
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	412,055 <sup>(4)</sup>	\$26.88 <sup>(3)</sup>	\$11,076,038.40	\$0.0001476	\$1,634.83
Total Offering Amounts					\$66,456,284.16		\$9,808.96
Total Fee Offsets <sup>(5)</sup>							\$ —
Net Fee Due							\$9,808.96

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of CARGO Therapeutics, Inc.’s (the “Registrant”) common stock that become issuable under the 2023 Incentive Award Plan (the “2023 Plan”) and the 2023 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plan described herein.

(2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2023 Plan on January 1, 2024 pursuant to an “evergreen” provision contained in the 2023 Plan. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under such plan are increased on the first day of each year beginning in 2024 and ending in 2033 equal to the lesser of (A) five percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Registrant’s board of directors.

(3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$26.88 per share, which is the average of the high and low prices of Common Stock on March 19, 2024, as reported on the Nasdaq Global Select Market.

(4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the ESPP on January 1, 2024 pursuant to an “evergreen” provision contained in the ESPP. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under such plan are increased on the first day of each year beginning in 2024 and ending in 2033 equal to the lesser of (A) one percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by the Registrant’s board of directors.

(5) The Registrant does not have any fee offsets.