

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

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

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

Delaware  
(State or other jurisdiction of incorporation or organization)

26-2593535  
(I.R.S. Employer Identification No.)

ONE Copley Parkway, Suite 490  
Morrisville, North Carolina  
(Address of Principal Executive Offices)

27560  
(Zip Code)

Tenax Therapeutics, Inc. 2016 Stock Incentive Plan  
(Full title of the Plan)

Michael B. Jebson  
President and Chief Financial Officer  
Tenax Therapeutics, Inc.  
ONE Copley Parkway, Suite 490  
Morrisville, North Carolina 27560  
(919) 855-2100  
(Name, address and telephone number, including area code, of agent for service)

Copy to:  
Margaret N. Rosenfeld, Esq.  
K&L Gates LLP  
4350 Lassiter at North Hills Avenue  
Suite 300  
Raleigh, North Carolina 27609  
(919) 743-7351

Indicate by checkmark 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 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**

| <b>Title of securities to be registered</b> | <b>Amount to be Registered</b> | <b>Proposed maximum offering price per share</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fee</b> |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.0001 per share  | 600,000(1)                     | \$ 1.22(2)                                       | \$ 732,000(2)                                    | \$ 88.72                          |

- (1) This Registration Statement registers an aggregate of 600,000 shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Tenax Therapeutics, Inc., which shares are issuable under the Tenax Therapeutics, Inc. 2016 Stock Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average of the high and low prices of the Common Stock reported on the Nasdaq Capital Market on August 28, 2019.

## EXPLANATORY NOTE

Tenax Therapeutics, Inc. (the “Registrant”) has filed this Registration Statement to register under the Securities Act of 1933, as amended (the “Securities Act”), the offer and sale of 600,000 additional shares of common stock of the Registrant, par value \$0.0001 per share (the “Common Stock”), under the Tenax Therapeutics, Inc. 2016 Stock Incentive Plan (the “Plan”). The additional shares are of the same class as other securities issuable pursuant to the Plan for which the Registrant’s Registration Statement on Form S-8 (Registration No. 333-224120), filed with the Securities and Exchange Commission (the “Commission”) on [April 3, 2018](#) (the “Prior Registration Statement”), remains effective. The information contained in the Prior Registration Statement is hereby incorporated by reference pursuant to General Instruction E of Form S-8, except to the extent supplemented, amended or superseded by the information set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on [April 1, 2019](#);
- (b) The Registrant's Quarterly Reports on Form 10-Q for the periods ended March 31, 2019 and June 30, 2019, filed with the Commission on [May 15, 2019](#) and [August 14, 2019](#), respectively;
- (c) The Registrant's Current Report on Form 8-K filed with the Commission on [June 14, 2019](#); and
- (d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on [January 11, 2010](#), and any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities 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 filing of such documents. However, any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed "filed" with the Commission, including without limitation any information furnished pursuant to Item 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K, shall not be deemed to be incorporated by reference in this Registration Statement.

Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The following exhibits have been or are being filed herewith and are numbered in accordance with Item 601 of Regulation S-K:

| <b>Exhibit No.</b>   | <b>Description</b>  |
|----------------------|---|
| <a href="#">3.1</a>  | Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 30, 2008).  |
| <a href="#">3.2</a>  | Certificate of Amendment of the Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 13, 2009).            |
| <a href="#">3.3</a>  | Certificate of Amendment of the Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 15, 2013).                 |
| <a href="#">3.4</a>  | Certificate of Amendment of the Certificate of Incorporation (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on December 15, 2014).         |
| <a href="#">3.5</a>  | Certificate of Amendment of the Certificate of Incorporation (incorporated by reference to Exhibit 3.5 to the Registrant's Current Report on Form 8-K filed with the Commission on February 23, 2018).            |
| <a href="#">3.6</a>  | Certificate of Designation of Series A Convertible Preferred Stock (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on December 11, 2018).      |
| <a href="#">3.7</a>  | Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on September 9, 2015).                                    |
| <a href="#">5.1</a>  | Opinion of K&L Gates, LLP.  |
| <a href="#">23.1</a> | Consent of Independent Registered Public Accounting Firm, Cherry Bekaert LLP.   |
| <a href="#">23.2</a> | Consent of K&L Gates, LLP (Contained in Exhibit 5.1).   |
| <a href="#">24.1</a> | Power of Attorney (Contained on signature page).  |
| <a href="#">99.1</a> | Tenax Therapeutics, Inc. 2016 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 9, 2016).                     |
| <a href="#">99.2</a> | Amendment No. 1 to Tenax Therapeutics, Inc. 2016 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 14, 2019). |

**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 Town of Morrisville, State of North Carolina, on August 30, 2019.

**TENAX THERAPEUTICS, INC.**

Date: August 30, 2019

By: /s/ Michael B. Jebsen  
Michael B. Jebsen  
*President and Chief Financial Officer*

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Michael B. Jebsen his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his 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 the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, 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 dates indicated.

| <u>Name</u>   | <u>Title</u>  | <u>Date</u>     |
|---|---|-----------------|
| <u>/s/ Anthony DiTonno</u><br>Anthony DiTonno       | Chief Executive Officer and Director<br>(Principal Executive Officer)                     | August 30, 2019 |
| <u>/s/ Michael B. Jebsen</u><br>Michael B. Jebsen   | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) | August 30, 2019 |
| <u>/s/ Ronald R. Blanck</u><br>Ronald R. Blanck, DO | Director  | August 30, 2019 |
| <u>/s/ Gregory Pepin</u><br>Gregory Pepin           | Director  | August 30, 2019 |
| <u>/s/ James Mitchum</u><br>James Mitchum           | Director  | August 30, 2019 |
| <u>/s/ Chris A. Rallis</u><br>Chris A. Rallis       | Director  | August 30, 2019 |
| <u>/s/ Gerald Proehl</u><br>Gerald Proehl           | Director  | August 30, 2019 |

**K&L GATES LLP**

4350 LASSITER AT NORTH HILLS AVENUE  
 SUITE 300  
 RALEIGH, NC 27609  
 T 919.743.7326 F 919.743.7358

August 30, 2019

Tenax Therapeutics, Inc.  
 One Copely Parkway  
 Suite 490  
 Morrisville, North Carolina 27560

Re: Tenax Therapeutics, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tenax Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed on the date hereof with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations promulgated thereunder for the registration of 600,000 additional shares (the "Shares") of Common Stock, par value \$0.0001 per share (the "Common Stock"), of the Company, issuable pursuant to the Tenax Therapeutics, Inc. 2016 Stock Incentive Plan, as amended (the "Plan").

You have requested our opinion as to the matters set forth below in connection with the issuance of the Shares. For purposes of rendering that opinion, we have examined (i) the Registration Statement, (ii) the Company's Certificate of Incorporation, (iii) its Bylaws, (iv) the corporate action of the Company's Board of Directors which authorizes the registration of the Shares on the Registration Statement and (v) the Plan, and we also have made such investigation of law as we have deemed appropriate. We have examined and relied upon certificates of public officials and such other documents and instruments as we have deemed necessary or advisable for the purpose of rendering our opinion. For the purposes of this opinion letter, we have made assumptions that are customary in opinion letters of this kind, including the assumptions that each document submitted to us is accurate and complete, that each such document that is an original is authentic, that each such document that is a copy conforms to an authentic original, that all signatures on each such document are genuine and that the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of those assumptions.

In rendering our opinion below, we also have assumed that: (a) the Company will have sufficient authorized and unissued shares of Common Stock at the time of each issuance of a Share under the Plan; (b) the Shares will be evidenced by appropriate certificates, duly executed and delivered or by the book entry of the Shares by the transfer agent for the Company's Common Stock; (c) the issuance of each Share will be duly noted in the Company's stock ledger upon its issuance; (d) the Plan constitutes the valid and binding agreement of the Company, enforceable against the Company in accordance with its terms; (e) the Company will receive consideration for each Share at least equal to the par value of such share of Common Stock and in the amount required by the Plan (or the award agreement issued thereunder); and (f) prior to the issuance of any Shares under the Plan, the Company's Board of Directors will duly authorize each award granted under the Plan pursuant to an award agreement and in accordance with the Delaware General Corporation Law (the "DGCL") and the Plan. Our opinion is subject to the effects of general principles of equity, whether considered in a proceeding at law or in equity.

Our opinion set forth below is limited to the DGCL and reported judicial decisions interpreting the DGCL.

Based upon and subject to the foregoing, it is our opinion that the Shares are duly authorized for issuance by the Company pursuant to, and on the terms set forth in, the Plan and, when, and if, issued pursuant to the terms of the Plan and the applicable award agreement will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ K&L Gates LLP

K&L Gates 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 April 1, 2019, relating to the consolidated financial statements of Tenax Therapeutics, Inc. (the "Company"), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2018.

/s/ CHERRY BEKAERT LLP

Raleigh, North Carolina  
August 30, 2019

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