

As filed with the Securities and Exchange Commission on December 15, 2017.

Registration No. 333-222085

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

FORM F-10

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

TRILLIUM THERAPEUTICS INC.

(Exact name of Registrant as specified in its charter)

<u>Ontario, Canada</u> <i>(Province or other Jurisdiction of Incorporation or Organization)</i>	<u>2834</u> <i>(Primary Standard Industrial Classification Code Number)</i>	<u>Not Applicable</u> <i>(I.R.S. Employer Identification Number, if applicable)</i>
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2488 Dunwin Drive, Mississauga, Ontario L5L 1J9

Telephone: (416) 595-0627

(Address and telephone number of Registrant's principal executive offices)

Puglisi & Associates, 850 Library Avenue, Suite 204, Newark, Delaware 19711

Telephone: (302) 738-6680

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

Copies to:

**James Parsons
Trillium Therapeutics Inc.
2488 Dunwin Drive
Mississauga, Ontario
Canada L5L 1J9
(416) 595-0627**

**Thomas S. Levato
Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018
(212) 813-8800**

**Alex Farcas
Sonia Yung
Baker & McKenzie LLP
181 Bay Street, Suite 2100
Toronto, Ontario
Canada M5J 2T3
(416) 863-1221**

Approximate date of commencement of proposed sale of the securities to the public:

From time to time after the effective date of this Registration Statement.

Province of Ontario, Canada

(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box below):

- A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. at some future date (check the appropriate box below)
1. pursuant to Rule 467(b) on () at ().
 2. pursuant to Rule 467(b) on () at () because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ().
 3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
 4. after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per unit	Proposed maximum ⁽²⁾ aggregate offering price	Amount of registration fee
Common Shares	—	—	—	—
First Preferred Shares	—	—	—	—
Warrants	—	—	—	—
Units	—	—	—	—
Subscription Receipts	—	—	—	—
Total	US\$150,000,000	—	US\$150,000,000	US\$18,675

- (1) Pursuant to Rule 457(o) of the Securities Act of 1933, as amended, there are being registered under this Registration Statement such indeterminate number of common shares, first preferred shares, warrants to purchase common shares, units and subscription receipts of the Registrant (including common shares issuable upon exercise of any of such securities, including, without limitation, as a result of the application of anti-dilution provisions applicable thereto) as shall have an aggregate offering price not to exceed US\$150,000,000. Any securities registered by this Registration Statement may be sold separately or as units with other securities registered under this Registration Statement. The proposed maximum initial offering price per security will be determined, from time to time, by the Registrant in connection with the sale of the securities under this Registration Statement.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registration Statement shall become effective as provided in Rule 467 under the Securities Act of 1933, as amended, or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.

PART I
INFORMATION REQUIRED TO BE DELIVERED TO OFFEREEES OR PURCHASERS

I-1

[Insert Base Shelf Prospectus]

PART II

INFORMATION NOT REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS

Indemnification of Directors and Officers

Under the Business Corporations Act (Ontario) (the “OBCA”), the Registrant may, indemnify a director or officer of the corporation, a former director or officer of the corporation or another individual who acts or acted at the corporation’s request as a director or officer, or an individual acting in a similar capacity, of another entity (an “indemnified person”), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity, if the individual acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the corporation’s request, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual had reasonable grounds for believing that his or her conduct was lawful. The Registrant may advance moneys to an indemnified person for the costs, charges and expenses of a proceeding referred to above, but the individual must repay the money if the individual has not acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of any other entity for which the indemnified person acted as a director or officer or in a similar capacity at the corporation’s request. However, any such indemnified person is entitled under the OBCA to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defense of any civil, criminal, administrative, investigative or other proceeding to which he or she is subject because of the individual’s association with the corporation or other entity, if such indemnified person was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done and fulfilled the conditions set forth above.

By-laws of Registrant

In accordance with the provisions of the OBCA, the by-laws of the Registrant provide that the Registrant will indemnify a director or officer, a former director or officer, or an individual who acts or acted at the Registrant’s request as a director or officer or an individual acting in a similar capacity of another entity, and such person’s heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the registrant or other entity, provided however that the Registrant shall not so indemnify an individual unless the individual (i) acted honestly and in good faith with a view to the best interests of the registrant or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the registrant’s request, and (ii) if the matter is a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual’s conduct was lawful.

The Registrant has purchased directors’ and officers’ liability insurance for the benefit of the directors and officers of the Registrant, to back up the Registrant’s indemnification of them against liability incurred in their capacity as directors and officers, subject to certain limitations under applicable law. If the Registrant becomes liable under the terms of its by-laws, the insurance coverage will extend to its liability; however, each claim will be subject to a per claim retention of US\$750,000 (US\$1,000,000 beginning January 1, 2018).

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

EXHIBITS

See the Exhibit Index hereto.

PART III

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertaking.

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to this Form F-10 or to transactions in said securities.

Item 2. Consent to Service of Process.

Concurrently with the filing of this Registration Statement, the Registrant has filed with the Commission a written irrevocable consent and power of attorney on Form F-X.

Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Mississauga, Ontario, on this 15th day of December, 2017.

TRILLIUM THERAPEUTICS INC.

By: /s/ Niclas Stiernholm
Name: Niclas Stiernholm
Title: President and Chief Executive Officer

POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Niclas Stiernholm and James Parsons, and each of them, either of whom may act without the joinder of the other, 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 or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, 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 their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on December 15, 2017:

<u>Signature</u>	<u>Title</u>
<u>/s/ Niclas Stiernholm</u> Niclas Stiernholm	President and Chief Executive Officer and Director (principal executive officer)
<u>/s/ James Parsons</u> James Parsons	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Calvin Stiller</u> Calvin Stiller	Director
<u>/s/ Luke Beshar</u> Luke Beshar	Director
<u>/s/ Henry Friesen</u> Henry Friesen	Director

/s/ Robert Kirkman Director
Robert Kirkman

/s/ Michael Moore Director
Michael Moore

/s/ Thomas Reynolds Director
Thomas Reynolds

/s/ Helen Tayton-Martin Director
Helen Tayton-Martin

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Annual information form (on Form 20-F) of the Registrant dated March 10, 2017, for the year ended December 31, 2016 (incorporated by reference to the Registrant's Annual Report on Form 20-F filed with the Commission on March 10, 2017 (File No. 001-36596)).
4.2	Management information circular dated April 13, 2017 relating to annual and special meeting of shareholders held on May 26, 2017 (incorporated by reference to Exhibit 99.3 to the Registrant's Current Report on Form 6-K filed with the Commission on April 20, 2017 (File No. 001-36596)).
4.3	Audited consolidated financial statements, together with the notes thereto, as at December 31, 2016 and 2015 and for the years then ended prepared under IFRS, as issued by the IASB, and the auditors' report thereon addressed to shareholders of the Registrant dated March 9, 2017, or the "Annual Financial Statements" (on Form 20-F)(incorporated by reference to the Registrant's Annual Report on Form 20-F filed with the Commission on March 10, 2017 (File No. 001-36596)).
4.4	Management's discussion and analysis of financial condition and results of operations for the years ended December 31, 2016 and 2015 dated March 9, 2017 (on Form 20-F) (incorporated by reference to the Registrant's Annual Report on Form 20-F filed with the Commission on March 10, 2017 (File No. 001-36596)).
4.5	Unaudited interim condensed consolidated financial statements, together with the notes thereto, as at September 30, 2017 and 2016 and for the three and nine months then ended (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 6-K furnished to the Commission on November 13, 2017 (File No. 001-36596));
4.6	Management's discussion and analysis dated November 9, 2017 of financial condition and results of operations for the three and nine months ended September 30, 2017 and 2016 (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 6-K furnished to the Commission on November 13, 2017 (File No. 001-36596)).
4.7	Material change report, December 1, 2017 (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 6-K furnished to the Commission on December 4, 2017 (File No. 001-36596)).
4.8	Material change report, June 13, 2017 (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 6-K furnished to the Commission on June 13, 2017 (File No. 001-36596)).
4.9	Material change report, dated February 7, 2017 (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 6-K furnished to the Commission on February 7, 2017 (File No. 001-36596)).
5.1	Consent of Ernst & Young LLP.
6.1	Powers of Attorney (included on the signature page of this Registration Statement).

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

FORM F-X

**APPOINTMENT OF AGENT FOR SERVICE OF
PROCESS AND UNDERTAKING**

- A. Name of issuer or person filing (“Filer”): **Trillium Therapeutics Inc.**
- B. (1) This is (check one):
- An original filing for the Filer.
- An amended filing for the Filer.
- (2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S- T Rule 101(b)(9)
- C. Identify the filing in conjunction with which this Form is being filed:
- | | |
|--|---|
| Name of registrant: | Trillium Therapeutics Inc. |
| Form type: | Form F-10 |
| File number (if known): | 333-222085 |
| Filed by: | Trillium Therapeutics Inc. |
| Date filed (if filed concurrently, so indicate): | December 15, 2017 (filed concurrently) |
- D. The Filer is incorporated or organized under the laws of **Ontario, Canada** and has its principal place of business at **2488 Dunwin Drive, Mississauga, Ontario L5L 1J9; telephone (416) 595-0627.**
- E. The Filer designates and appoints **Puglisi & Associates** (“Agent”), located at **850 Library Avenue, Suite 204, Newark, Delaware 19711; telephone (302) 738-6680** as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:
- (a) any investigation or administrative proceeding conducted by the Commission; and
- (b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form F-10 on the date hereof or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that the service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

- F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed from the date the issuer of the securities to which the Form F-10 relates has ceased reporting under the Exchange Act.

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

- G. The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-10; the securities to which the Form F-10 relates; and the transactions in such securities.

SIGNATURES

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in Mississauga, Ontario, this 15th day of December, 2017.

TRILLIUM THERAPEUTICS INC.

By: /s/ Niclas Stiernholm
Name: Niclas Stiernholm
Title: President and Chief Executive Officer

This statement has been signed by the following person in the capacity indicated on December 15, 2017.

PUGLISI & ASSOCIATES
as Agent for Service of Process for Trillium
Therapeutics Inc.

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director