

# CELYAD ONCOLOGY SA

## FORM 15F-12B

(Notice of Termination of a Foreign Private Issuer's Registration of a Class of Securities under Section 12(b))

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

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**FORM 15F**

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**CERTIFICATION OF A FOREIGN PRIVATE ISSUER'S TERMINATION OF REGISTRATION OF A CLASS OF SECURITIES UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR ITS TERMINATION OF THE DUTY TO FILE REPORTS UNDER SECTION 13(a) OR SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-37452

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**CELYAD ONCOLOGY S.A.**

(Exact name of registrant as specified in its charter)

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9 rue André Dumont  
1435 Mont-Saint-Guibert, Belgium  
Tel: +32 10 394 100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ordinary shares, no nominal value per share ("Ordinary Shares")  
American Depositary Shares, each representing one Ordinary Share**  
(Title of each class of securities covered by this Form)

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Place an X in the appropriate box(es) to indicate the provision(s) relied upon to terminate the duty to file reports under the Securities Exchange Act of 1934:

Rule 12h-6(a)   
(for equity securities)

Rule 12h-6(c)   
(for debt securities)

Rule 12h-6(d)   
(for successor registrants)

Rule 12h-6(i)   
(for prior Form 15 filers)

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## PART I

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### Item 1. Exchange Act Reporting History

- A. Celyad Oncology SA (“Celyad”) first incurred the duty to file reports under Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), on June 18, 2015, the date that its registration statement on Form F-1 relating to its Ordinary Shares and American Depositary Shares was declared effective by the Securities and Exchange Commission (the “Commission”).
- B. Celyad has filed or submitted all reports under Section 13(a) or Section 15(d) of the Exchange Act and the corresponding Commission rules for the 12 months preceding the filing of this Form 15F. Celyad has filed at least one annual report under Section 13(a) of the Exchange Act.

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### Item 2. Recent United States Market Activity

Celyad’s securities were last sold in the United States in a registered offering under the Securities Act of 1933, as amended, on October 20, 2021.

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### Item 3. Foreign Listing and Primary Trading Market

- A. Celyad has maintained a listing of its Ordinary Shares on Euronext Brussels (“Euronext”) in Brussels, Belgium. Euronext constitutes the primary trading market for Celyad’s ordinary shares, as that term is defined in Rule 12h-6 under the Exchange Act.
- B. Celyad’s Ordinary Shares were initially listed on Euronext in 2013. Celyad has maintained the listing of its Ordinary Shares on Euronext since the date of its initial listing, including during the 12 months preceding the filing of this Form 15F.
- C. The percentage of trading in Celyad’s ordinary shares that occurred in Belgium on Euronext for the 12-month period from February 9, 2023 to February 8, 2024 (both dates inclusive) was 72.7% of the worldwide trading volume.

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### Item 4. Comparative Trading Volume Data

- A. Not applicable.
- B. Not applicable.
- C. Not applicable.
- D. Not applicable.
- E. Not applicable.
- F. Not applicable.

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**Item 5. Alternative Record Holder Information**

As of October 13, 2023, there were 40 shareholders of record who were United States residents. In assessing the number or holders of record who are United States residents, Celyad has relied on CMI2I Ltd., an independent information services provider.

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**Item 6. Debt Securities**

Not applicable.

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**Item 7. Notice Requirement**

- A. Celyad published a notice disclosing its intent to terminate its duty to file reports under Section 13(a) or Section 15(d) of the Exchange Act on February 8, 2024. The notice is attached as an exhibit hereto.
- B. The notice was disseminated in the United States through Globe Newswire, a news wire service. In addition, this release was posted on <https://celyad.com/>.

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**Item 8. Prior Form 15 Filers**

- A. Not applicable.
- B. Not applicable.
- C. Not applicable.

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**PART II**

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**Item 9. Rule 12g3-2(b)**

Celyad will publish the information required under Rule 12g3-2(b)(1)(iii), in English, on its website <https://celyad.com>.

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**PART III**

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**Item 10. Exhibits**

Exhibit 99.1 Press Release, dated February 8, 2024, regarding public notice to investors disclosing Celyad's intent to terminate its duty to file reports under Section 13(a) or Section 15(d) of the Exchange Act.

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**Item 11. Undertakings**

The undersigned issuer hereby undertakes to withdraw this Form 15F if, at any time before the effectiveness of its termination of reporting under Rule 12h-6, it has actual knowledge of information that causes it reasonably to believe that, at the time of filing the Form 15F:

1. The average daily trading volume of its subject class of securities in the United States exceeded 5 percent of the average daily trading volume of that class of securities on a worldwide basis for the same recent 12-month period that the issuer used for purposes of Rule 12h-6(a)(4)(i);
2. Its subject class of securities was held of record by 300 or more United States residents or 300 or more persons worldwide, if proceeding under Rule 12h-6(a)(4)(ii) or Rule 12h-6(c); or
3. It otherwise did not qualify for termination of its Exchange Act reporting obligations under Rule 12h-6.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Celyad Oncology SA has duly authorized the undersigned person to sign on its behalf this certification on Form 15F. In so doing, Celyad Oncology SA certifies that, as represented on this Form, it has complied with all of the conditions set forth in Rule 12h-6 for terminating its registration under Section 12(g) of the Exchange Act, or its duty to file reports under Section 13(a) or Section 15(d) of the Exchange Act, or both.

**CELYAD ONCOLOGY SA**

Date: February 9, 2024

By: /s/ Michel Lussier

Mel Management represented by Michel Lussier

*Interim Chief Executive Officer*

**CELYAD ONCOLOGY ANNOUNCES INTENTION TO TERMINATE SEC REPORTING OBLIGATIONS**

**Mont-Saint-Guibert, Belgium, February 8, 2024, 10.01 pm CET – inside information and regulated information** – Celyad Oncology SA (Euronext: CYAD) (“Celyad Oncology” or the “Company”) announced that it will voluntarily file a Form 15F with the United States Securities and Exchange Commission (the “SEC”) to terminate its SEC reporting obligations under Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Upon the filing of the Form 15F, the Company’s SEC reporting obligations will be immediately suspended, and the Company will not be required to file an Annual Report on Form 20-F for the 2023 fiscal year ending on December 31, 2023. Deregistration and the termination of the Company’s duty to file reports under the Exchange Act are expected to be final and effective 90 calendar days after the filing of Form 15F, or within such shorter period as the SEC may determine.

The Company will maintain the listing of its ordinary shares on Euronext Brussels and Euronext Paris.

The Company reserves the right, for any reason, to delay the Form 15F filing, to withdraw the filing prior to effectiveness, and to otherwise change its plans in respect of deregistration and termination of its reporting obligations under applicable U.S. federal securities laws in any way.

**About Celyad Oncology**

Celyad Oncology is a cutting-edge biotechnology company dedicated to pioneering the discovery and advancement of revolutionary technologies for chimeric antigen receptor (CAR) T-cells. Its primary objective is to unlock the potential of its proprietary technology platforms and intellectual property, enabling to be at the forefront of developing next-generation CAR T-cell therapies. By fully leveraging its innovative technology platforms, Celyad Oncology aims to maximize the transformative impact of its candidate CAR T-cell therapies and redefine the future of CAR T-cell treatments. Celyad Oncology is based in Mont-Saint-Guibert, Belgium. For more information, please visit [www.celyad.com](http://www.celyad.com).

**Forward-looking statements**

This release may contain forward-looking statements, within the meaning of applicable securities laws, including the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding beliefs about and expectations for the Company’s updated strategic business model, including associated potential benefits, transactions and partnerships, statements regarding the potential value of the Company’s IP, and statements regarding the deregistration. The words “will,” “believe,” “potential,” “continue,” “target,” “project,” “should” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this release are based on management’s current expectations and beliefs and are subject to a number of known and unknown risks, uncertainties and important factors which might cause actual events, results, financial condition, performance or achievements of Celyad Oncology to differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks related to the material uncertainty about the Company’s ability to continue as a going concern; the Company’s ability to realize the expected benefits of its updated strategic business model; the Company’s ability to develop its IP assets and enter into partnerships with outside parties; the Company’s ability to enforce its patents and other IP rights; the possibility that the Company may infringe on the patents or IP rights of others and be required to defend against patent or other IP rights suits; the possibility that the Company may not successfully defend itself against claims of patent infringement or other IP rights suits, which could result in substantial claims for damages against the Company; the possibility that the Company may become involved in lawsuits to protect or enforce its patents, which could be expensive, time-consuming, and unsuccessful; the Company’s ability to protect its IP rights throughout the world; the potential for patents held by the Company to be found invalid or unenforceable; and other risks identified in Celyad Oncology’s U.S. Securities and Exchange Commission (SEC) filings and reports, including in the latest Annual Report on Form 20-F filed with the SEC and subsequent filings and reports by Celyad Oncology. These forward-looking statements speak only as of the date of publication of this document and Celyad Oncology’s actual results may differ materially from those expressed or implied by these forward-looking statements. Celyad Oncology expressly disclaims any obligation to update any such forward-looking statements in this document to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, unless required by law or regulation.

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Celyad Oncology Contacts:

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