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

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

The Oncology Institute, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-3562323
(I.R.S. Employer
Identification No.)

**18000 Studebaker Rd, Suite 800
Cerritos, California 90703**
(Address of Principal Executive Offices) (Zip Code)

**The Oncology Institute, Inc. 2021 Incentive Award Plan
The Oncology Institute, Inc. Employee Stock Purchase Plan
TOI Parent, Inc. 2019 Non-Qualified Stock Option Plan**
(Full title of the plan)

Brad Hively
Chief Executive Officer
**18000 Studebaker Rd, Suite 800
Cerritos, California 90703**
(Name and address for agent for service)

(562) 735-3226
(Telephone number, including area code, of agent for service)

Copies to:
Steven B. Stokdyk
Brian Duff
Brent Epstein
10250 Constellation Blvd, Suite 1100
Los Angeles, California 90067
(213) 485-1234

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" 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.

PART I

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

References in this Registration Statement to “we,” “us,” “our,” and the “Company,” or similar references, refer to The Oncology Institute, Inc. (formerly known as DFP Healthcare Acquisitions Corp.), unless otherwise stated or the context otherwise requires.

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by The Oncology Institute, Inc. or its predecessor, DFP Healthcare Acquisitions Corp., with the United States Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) The Company’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on March 30, 2021](#) (File No. 001-39248) (as [amended by the Company’s Annual Report on Form 10-K/A filed on December 14, 2021](#));
- (b) The Company’s [Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, filed with the Commission on November 8, 2021](#) (File No. 001-39248) (as [amended by the Company’s Quarterly Report on Form 10-Q/A filed on December 14, 2021](#));
- (c) The Company’s [Current Reports on Form 8-K filed with the Commission on November 18, 2021](#) (as amended by the Company’s [Current Report on Form 8-K/A filed on November 22, 2021](#)) and [December 9, 2021](#), in each case only to the extent that the items therein are specifically stated to be “filed” rather than “furnished” for the purposes of Section 18 of the Exchange Act; and
- (d) The description of the Company’s securities contained in the Company’s [Registration Statement on Form S-1 filed with the Commission on December 17, 2021 \(File No. 333-261740\)](#), (as [amended by the Company’s amended Registration Statement on form S-1/A filed on February 8, 2022](#)) including any amendments or reports filed for purposes of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment, which indicates that all securities offered pursuant to this Registration Statement 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 date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any 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 shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the “DGCL”) empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person’s heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation’s certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Our Third Amended and Restated Certificate of Incorporation, dated as of November 12, 2021 (the “Charter”) and Amended and Restated Bylaws (“Bylaws”) provide for indemnification and advancement of expenses for our directors and officers to the fullest extent permitted by the DGCL, subject to certain limited exceptions. We have entered into indemnification agreements with each member of our Board and several of our officers. Our Charter includes a provision that eliminates the personal liability of directors for damages for any breach of fiduciary duty as a director except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Our Bylaws provide that we must indemnify and advance expenses to our directors and officers to the fullest extent authorized by the DGCL. We also expressly authorized to carry directors’ and officers’ liability insurance providing indemnification for our directors, officers, and certain employees for some liabilities. The rule just requires to state the general effect of any statute, charter, bylaw or contract or other arrangement is insured or indemnified. It isn't a risk factor. If you decide to keep, then rewrite the last sentence as I don't think the reference to "your investment" is appropriate in this type of registration statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following are the exhibits required by Item 601 of Regulation S-K:

Exhibit Number	Description	Incorporated by Reference				Filed or Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
2.1	Merger Agreement, dated as of June 28, 2021, by and among DFP, Merger Sub I, Merger Sub II, and TOI Parent, Inc.	S-4	333-258152		October 20, 2021	
4.1	Amended and Restated Certificate of Incorporation of The Oncology Institute, Inc.	8-K	001-39248	3.1	Nov. 18, 2021	
4.2	Amended and Restated Bylaws of The Oncology Institute, Inc.	8-K	001-39248735	3.2	Nov. 18, 2021	
5.1	Opinion of Latham & Watkins LLP					X
23.1	Consent of WithumSmith+Brown, P.C. (with respect to DFP Healthcare Acquisitions Corp. consolidated financial statements)					X
23.2	Consent of BDO USA, LLP					X
23.3	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
99.1	TOI Parent, Inc. 2019 Non-Qualified Stock Option Plan.	8-K/A	001-39248	10.7	Nov 22, 2021	
99.2	The Oncology Institute, Inc. 2021 Incentive Award Plan.	8-K/A	001-39248	10.2	Nov. 22, 2021	
99.3	The Oncology Institute, Inc. Employee Stock Purchase Plan.	8-K/A	001-39248	10.3	Nov. 22, 2021	
107	Filing Fee Table					X

Item 9. Undertakings.

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 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 Cerritos, State of California, on February 22, 2022.

The Oncology Institute, Inc.

By: /s/ Brad Hively

Name: Brad Hively

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Brad Hively and Scott Dalglish acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all exhibits thereto, and other documents in connection therewith, 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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 by the following persons in the capacities and on February 22, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ Brad Hively</u> Brad Hively	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Scott Dalglish</u> Scott Dalglish	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Richard Barasch</u> Richard Barasch	Director
<u>/s/ Karen Johnson</u> Karen Johnson	Director
<u>/s/ Mohit Kaushal</u> Mohit Kaushal	Director
<u>/s/ Anne McGeorge</u> Anne McGeorge	Director
<u>/s/ Maeve O'Meara</u> Maeve O'Meara	Director
<u>/s/ Ravi Sarin</u> Ravi Sarin	Director

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LATHAM & WATKINS LLP

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Milan	

February 22, 2022

18000 Studebaker Rd.
 Cerritos, California 90703

Re: The Oncology Institute, Inc. – Registration Statement on Form S-8

To the addressees set forth above:

We have acted as special counsel to The Oncology Institute, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 9,071,774 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), consisting of (i) 8,269 shares of Common Stock (the “**2019 Plan Shares**”) issuable under the Company’s 2019 Non-Qualified Stock Option Plan (the “**2019 Plan**”), (ii) 1,341,088 shares of Common Stock (the “**ESPP Shares**”) issuable under the Company’s 2021 Employee Stock Purchase Plan (the “**ESPP**”) and (iii) 7,722,417 shares of Common Stock (the “**2021 Plan Shares**”) and, together with the 2019 Plan Shares and the ESPP Shares, the “**Shares**”) issuable under the Company’s 2021 Incentive Award Plan (the “**2021 Plan**”) and, together with the 2019 Plan and the ESPP, the “**Plans**”). The shares are included in with a registration statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on February 22, 2022. 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 the related prospectuses, other than as expressly stated herein with respect to the issue 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 the 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 and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plans, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of the law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue 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 of The Oncology Institute, Inc. on Form S-8 of our report dated May 21, 2021, except for the effects of the restatement and subsequent event disclosed in Note 2 and Note 12, respectively, as to which the date is December 13, 2021, relating to the financial statements of DFP Healthcare Acquisitions Corp., appearing in the entity's Annual Report on Form 10-K/A for the year ended December 31, 2020 and for the period from November 1, 2019 (inception) through December 31, 2019.

/s/ WithumSmith+Brown, PC

New York, New York
February 22, 2022

Consent of Independent Registered Public Accounting Firm

The Oncology Institute, Inc.
Cerritos, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 27, 2020, relating to the consolidated financial statements of TOI Parent, Inc.

/s/ BDO USA, LLP
Costa Mesa, California

February 22, 2022

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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Calculation of Filing Fee Tables

S-8

(Form Type)

The Oncology Institute, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(5)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share (" <u>Common Stock</u> "), to be issued under TOI Parent, Inc. 2019 Non-Qualified Stock Option Plan	Rules 457(c) and 457(h)	8,269 ⁽²⁾	\$ 6.36	\$ 52,590.84	0.0000927	\$ 4.88
Equity	Common Stock to be issued under The Oncology Institute, Inc. 2021 Employee Stock Purchase Plan	Rules 457(c) and 457(h)	1,341,088 ⁽³⁾	\$ 6.36	\$ 8,529,319.68	0.0000927	\$ 790.67
Equity	Common Stock to be issued under The Oncology Institute, Inc. 2021 Incentive Award Plan	Rules 457(c) and 457(h)	7,722,417 ⁽⁴⁾	\$ 6.36	\$ 49,114,572.12	0.0000927	\$ 4,552.92
	Total Offering Amounts		9,071,774		\$ 57,696,482.64		\$ 5,348.46
	Total Fee Offsets						
	Net Fee Due						\$ 5,348.46

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 ("Registration Statement") also covers any additional number of shares of Common Stock of The Oncology Institute, Inc. (the "Company") that become issuable under The Oncology Institute, Inc. 2021 Incentive Award Plan (the "2021 Plan"), The Oncology Institute, Inc. 2021 Employee Stock Purchase Plan (the "ESPP") and the TOI Parent, Inc. 2019 Non-Qualified Stock Option Plan (the "2019 Plan") by reason of any stock splits, stock dividends or other distribution, recapitalization or similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(2) Represents shares of Common Stock subject to outstanding options granted under the 2019 Plan.

(3) Represents shares of Common Stock available for future issuance under the 2021 Plan.

(4) Represents shares of Common Stock available for future issuance under the ESPP.

(5) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and proposed maximum aggregate offering price are based upon the average of the high and low prices of the Company's shares of Common Stock as reported on the Nasdaq Stock Market LLC ("Nasdaq") on February 17, 2022, which date is within five business days prior to the filing of this Registration Statement.