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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**Apogee Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**88-0588063**  
(I.R.S. Employer  
Identification Number)

**221 Crescent St., Building 17, Suite 102b  
Waltham, MA 02453  
(650) 394-5230**

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

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**Michael Henderson, M.D.**  
**Chief Executive Officer**  
**Apogee Therapeutics, Inc.**  
**221 Crescent St., Building 17, Suite 102b**  
**Waltham, MA 02453**  
**(650) 394-5230**

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

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*With copies to:*

**Ryan A. Murr**  
**Branden C. Berns**  
**Melanie E. Neary**  
**Gibson, Dunn & Crutcher LLP**  
**One Embarcadero, Suite 2600**  
**San Francisco, CA 94111-3715**  
**(415) 393-8373**

**Matthew Batters**  
**General Counsel and Secretary**  
**221 Crescent St., Building 17, Suite 102b**  
**Waltham, MA 02453**  
**(650) 394-5230**

**Divakar Gupta**  
**Charles S. Kim**  
**Kristin VanderPas**  
**Darah Protas**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, NY 10001-2157**  
**(212) 479-6000**

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**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-277664

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

- |                         |                                     |                           |                                     |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| 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 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.

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**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Apogee Therapeutics, Inc., a Delaware corporation (“Apogee”), is filing this registration statement with the Securities and Exchange Commission (the “SEC”). This registration statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1 \(File No. 333-277664\)](#) (the “Registration Statement”) filed by Apogee with the SEC on [March 5, 2024](#), which the SEC declared effective on March 7, 2024.

Apogee is filing this registration statement for the sole purpose of registering an additional \$80,499,902 of shares of common stock, par value of \$0.00001 per share, which includes additional shares of common stock that the underwriters have the option to purchase. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Filing Fee Table (Exhibit 107) contained in the Registration Statement. The contents of the Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

### EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#">5.1</a>	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
<a href="#">23.2</a>	<a href="#">Consent of Gibson, Dunn &amp; Crutcher, LLP (included in Exhibit 5.1).</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement (Registration No. 333-277664) filed on March 5, 2024).</a>
<a href="#">107</a>	<a href="#">Filing Fee Table</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 7th day of March, 2024.

**Apogee Therapeutics, Inc.**

By: /s/ Michael Henderson, M.D.

Michael Henderson, M.D.

*Director and Chief Executive Officer*

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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 set forth opposite their names.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Henderson, M.D.</u> Michael Henderson, M.D.	Director and Chief Executive Officer <i>(principal executive officer)</i>	March 7, 2024
<u>/s/ Jane Pritchett Henderson</u> Jane Pritchett Henderson	Chief Financial Officer <i>(principal financial and accounting officer)</i>	March 7, 2024
<u>*</u> Mark C. McKenna	Chair and Director	March 7, 2024
<u>*</u> Peter Harwin	Director	March 7, 2024
<u>*</u> Jennifer Fox	Director	March 7, 2024
<u>*</u> Andrew Gottesdiener, M.D.	Director	March 7, 2024
<u>*</u> Tomas Kiselak	Director	March 7, 2024
<u>*</u> William Jones, Jr.	Director	March 7, 2024
<u>*</u> Nimish Shah	Director	March 7, 2024

\*By: /s/ Michael Henderson, M.D.  
Michael Henderson, M.D.  
*Attorney-in-fact*

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GIBSON DUNN

Gibson, Dunn &amp; Crutcher LLP

One Embarcadero Center  
San Francisco, CA 94111-  
3715  
Tel 415.393.8200  
gibsondunn.com

Client: 06647-00003

March 7, 2024

Apogee Therapeutics, Inc.  
221 Crescent St., Building 17, Suite 102b  
Waltham, MA 02453

Re: *Apogee Therapeutics, Inc.*  
*Registration Statement on Form S 1*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 of Apogee Therapeutics, Inc., a Delaware corporation (the “Company”), filed with the Securities and Exchange Commission (the “Commission”) on the date hereof pursuant to Rule 462(b) (the “Additional Registration Statement”) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 890,321 shares (which includes shares that may be sold upon exercise of the underwriters’ option to purchase additional shares) of the Company’s common stock (the “Common Stock”), par value \$0.00001 per share (the “Shares”). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-277664, as amended (the “Registration Statement”), of the Company, filed with the Commission pursuant to the Securities Act.

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of specimen Common Stock certificates and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Additional Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Registration Statement and the prospectus that forms a part thereof, which are incorporated by reference into the Additional Registration Statement. In giving these consents, 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 Commission.

Very truly yours,

/s/ Gibson, Dunn &amp; Crutcher LLP

Abu Dhabi · Beijing – Brussels · Century City · Dallas · Denver · Dubai · Frankfurt · Hong Kong · Houston · London · Los Angeles  
Munich · New York · Orange County · Palo Alto · Paris · Riyadh · San Francisco · Singapore · Washington, D.C.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 5, 2024 with respect to the consolidated financial statements of Apogee Therapeutics, Inc. incorporated by reference in the Registration Statement (Form S-1 No. 333-277664) and related Prospectus of Apogee Therapeutics, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Boston, Massachusetts  
March 7, 2024

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## Calculation of Filing Fee Tables

**Form S-1MEF**  
(Form Type)**Apogee Therapeutics, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering price Per Unit	Maximum Aggregate Offering Price <sup>(1)(2)</sup>	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, par value \$0.00001	Rule 457(o)	—	—	\$80,499,902	0.00014760	\$11,882
	<b>Total Offering Amounts</b>					\$80,499,902	0.00014760	\$11,882
	<b>Total Fees Previously Paid</b>					—	—	—
	<b>Total Fee Offsets</b>					—	—	—
	<b>Net Fee Due</b>					—	—	\$11,882

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Includes shares subject to the underwriters' option to purchase additional shares, if any. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-277664).