

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

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

Apogee Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

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)

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)

With copies to:

Ryan A. Murr

Branden C. Berns

Melanie E. Neary

**Gibson, Dunn & Crutcher LLP
555 Mission Street, Suite 3000
San Francisco, CA 94105-0921
(415) 393-8373**

Divakar Gupta

Charles S. Kim

Kristin VanderPas

Darah Protas

Cooley LLP

55 Hudson Yards

New York, NY 10001-2157

(212) 479-6000

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. 333-272831

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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.

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.

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. 333-272831) (the “Registration Statement”) filed by Apogee with the SEC on [June 22, 2023](#), as amended on [July 3, 2023](#) and [July 10, 2023](#), which the SEC declared effective on July 13, 2023.

Apogee is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.00001 per share, offered by Apogee by 2,328,750 shares, 303,750 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of Apogee’s common stock. 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 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

Exhibit Number	Description of Exhibit
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Gibson, Dunn & Crutcher, LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement (Registration No. 333-272831) filed on June 22, 2023).
107	Filing Fee Table

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 13th day of July, 2023.

Apogee Therapeutics, Inc.

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

Michael Henderson, M.D.

Director and Chief Executive Officer

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.

Signature	Title	Date
<u>/s/ Michael Henderson, M.D.</u> Michael Henderson, M.D.	Director and Chief Executive Officer (principal executive officer)	July 13, 2023
<u>/s/ Jane Pritchett Henderson</u> Jane Pritchett Henderson	Chief Financial Officer (principal financial and accounting officer)	July 13, 2023
<u>*</u> Peter Harwin	Chair and Director	July 13, 2023
<u>*</u> Jennifer Fox	Director	July 13, 2023
<u>*</u> Andrew Gottesdiener, M.D.	Director	July 13, 2023
<u>*</u> Tomas Kiselak	Director	July 13, 2023
<u>*</u> William Jones, Jr.	Director	July 13, 2023
<u>*</u> Nimish Shah	Director	July 13, 2023

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

Michael Henderson, M.D.

Attorney-in-fact

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
555 Mission Street
San Francisco, CA 94105-0921
Tel 415.393.8200
www.gibsondunn.com

Client: 06647-00002

July 13, 2023

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 2,328,750 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. 333-272831, 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 & 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 • San Francisco • Singapore • Washington, D.C.

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 April 28, 2023, with respect to the consolidated financial statements of Apogee Therapeutics, LLC included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-272831), and related Prospectus of Apogee Therapeutics, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Boston, Massachusetts
July 13, 2023

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 ⁽¹⁾⁽²⁾	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, par value \$0.00001	Rule 457(a)	2,328,750	\$17.00	\$39,588,750	0.00011020	\$4,362.68
	Total Offering Amounts					\$39,588,750	0.00011020	\$4,362.68
	Total Fees Previously Paid					—	—	\$0
	Total Fee Offsets					—	—	\$0
	Net Fee Due					—	—	\$4,362.68

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) 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, as amended (File No. 333-272831).