

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Henderson Jane</u> (Last) (First) (Middle) <u>C/O APOGEE THERAPEUTICS, INC.</u> <u>1 LETTERMAN DRIVE, BUILDING B</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94129</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Apogee Therapeutics, Inc.</u> [<u>APGE</u>] Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/03/2026</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/03/2026		D		158,371 ⁽¹⁾	D	(1)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$22.86	09/03/2026		D		175,345	(2)(3)	12/18/2033	Common Stock	175,345	(3)	0	D	
Stock Option (Right to Buy)	\$49.07	09/03/2026		D		124,962	(2)(3)	12/09/2034	Common Stock	124,962	(3)	0	D	
Stock Option (Right to Buy)	\$75.78	09/03/2026		D		83,690	(2)(3)	01/02/2036	Common Stock	83,690	(3)	0	D	

Explanation of Responses:

1. The reported securities represent shares of the Issuer's common stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of June 18, 2026 (the "Merger Agreement"), among Andor LLC, Andor Merger Co., the Issuer and AbbVie Inc.
2. The reported options were vested as of the date of the Merger or became fully vested in connection with the Merger.
3. Each reported option was disposed of, pursuant to the Merger Agreement, in exchange for a cash payment equal to the excess of the per share merger consideration of \$135.11 over the exercise price of such option.

/s/ Matthew Batters, as
attorney-in-fact for Jane
Pritchett Henderson

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.