

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM S-8**

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)

**93-4958665**

(I.R.S. Employer Identification No.)

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

(Address of Principal Executive Offices, Zip Code)

**Apogee Therapeutics, Inc. 2023 Equity Incentive Plan  
Apogee Therapeutics, Inc. 2023 Employee Stock Purchase Plan**  
(Full title of the plans)

**Michael Henderson, M.D.**

**Chief Executive Officer**

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

(Name and address of agent for service)

**Copies to:**

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

**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**

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

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Apogee Therapeutics, Inc. (the “Company” or the “Registrant”), relating to (i) 2,416,938 shares of its common stock, par value \$0.00001 per share (the “Common Stock”), available for issuance pursuant to future awards to eligible persons under the Apogee Therapeutics, Inc. 2023 Equity Incentive Plan (the “2023 Plan”) and (ii) 483,387 shares of Common Stock issuable to eligible persons under the Apogee Therapeutics, Inc. 2023 Employee Stock Purchase Plan (the “ESPP”).

On a Registration Statement on [Form S-8 \(SEC File No. 333-274234\)](#) (the “Prior Registration Statement”), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on August 28, 2023, the Registrant previously registered (i) 6,706,037 shares of its Common Stock issuable to eligible persons of the Registrant under the 2023 Plan and (ii) 479,003 shares of its Common Stock issuable to eligible persons of the Registrant under the ESPP.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of Common Stock issuable under the 2023 Plan and the ESPP, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

| <b>Item 8.</b>         | <b>Exhibits.</b>  |
|------------------------|---|
| <u>Exhibit No.</u>     | <u>Exhibit Description</u>  |
| <a href="#">4.1</a>    | <a href="#">Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on August 28, 2023).</a> |
| <a href="#">4.2</a>    | <a href="#">Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed on August 28, 2023).</a>                       |
| <a href="#">5.1*</a>   | <a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>   |
| <a href="#">23.1*</a>  | <a href="#">Consent of Ernst &amp; Young LLP, 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 (included on signature page hereto).</a>  |
| <a href="#">99.1</a>   | <a href="#">Apogee Therapeutics, Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 of the Company's Quarterly Report on Form 10-Q filed on August 28, 2023).</a>               |
| <a href="#">99.2</a>   | <a href="#">Apogee Therapeutics, Inc. 2023 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.15 to the Company's Registration Statement on Form S-1/A filed on July 10, 2023).</a>  |
| <a href="#">107.1*</a> | <a href="#">Filing Fee Table.</a>   |

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\*Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Waltham, Commonwealth of Massachusetts, on this 13th day of May, 2024.

### Apogee Therapeutics, Inc.

By: /s/ Michael Henderson

Name: Michael Henderson, M.D.

Title: Director and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Henderson, M.D. and Matthew Batters, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>  |
|---|---|--------------|
| <u>/s/ Michael Henderson, M.D.</u><br>Michael Henderson, M.D.     | Director and Chief Executive Officer<br>(Principal Executive Officer)   | May 13, 2024 |
| <u>/s/ Jane Pritchett Henderson</u><br>Jane Pritchett Henderson   | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | May 13, 2024 |
| <u>/s/ Mark C. McKenna</u><br>Mark C. McKenna                     | Chair and Director  | May 13, 2024 |
| <u>/s/ Peter Harwin</u><br>Peter Harwin                           | Director  | May 13, 2024 |
| <u>/s/ Jennifer Fox</u><br>Jennifer Fox                           | Director  | May 13, 2024 |
| <u>/s/ Andrew Gottesdiener, M.D.</u><br>Andrew Gottesdiener, M.D. | Director  | May 13, 2024 |
| <u>/s/ Tomas Kiselak</u><br>Tomas Kiselak                         | Director  | May 13, 2024 |
| <u>/s/ William Jones, Jr.</u><br>William Jones, Jr.               | Director  | May 13, 2024 |
| <u>/s/ Nimish Shah</u><br>Nimish Shah                             | Director  | May 13, 2024 |

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May 13, 2024

Apogee Therapeutics, Inc.

Re: *Registration Statement on Form S-8*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the "Registration Statement") of Apogee Therapeutics, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to (i) 2,416,938 shares (the "2023 Plan Shares") of the Company's Common Stock, par value \$0.00001 per share (the "Common Stock"), available for issuance pursuant to the Apogee Therapeutics, Inc. 2023 Equity Incentive Plan (the "2023 Plan") and (ii) 483,387 shares (the "2023 ESPP Shares," and, together with the 2023 Plan Shares, the "Shares") of the Company's Common Stock available for issuance pursuant to the Apogee Therapeutics, Inc. 2023 Employee Stock Purchase Plan (the "2023 ESPP", and, together with the 2023 Plan, the "Plans").

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 such 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 opinion 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. As to any facts material to this opinion, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the rights or obligations of the participants thereunder.

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 in accordance with the terms set forth in the Plans, as applicable, as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

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We consent to the filing of this opinion as an exhibit to the 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. 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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Apogee Therapeutics, Inc. 2023 Equity Incentive Plan and the Apogee Therapeutics, Inc. 2023 Employee Stock Purchase Plan of our report dated March 5, 2024, with respect to the consolidated financial statements of Apogee Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
May 13, 2024

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## Calculation of Filing Fee Tables

FORM S-8  
(Form Type)Apogee Therapeutics, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type                 | Security Class Title (1)                    | Fee Calculation Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate                 | Amount of Registration Fee |
|-------------------------------|---|----------------------|-------------------|--|----------------------------------|--------------------------|----------------------------|
| Equity                        | Common stock, par value \$0.00001 per share | Rule 457(a) (2)      | 2,416,938 (3)     | \$50.90                                  | \$123,022,144.20                 | \$147.60 per \$1,000,000 | \$18,158.07                |
| Equity                        | Common stock, par value \$0.00001 per share | Rule 457(a) (2)      | 483,387 (4)       | \$50.90                                  | \$24,604,398.30                  | \$147.60 per \$1,000,000 | \$3,631.61                 |
| <b>Total Offering Amounts</b> |   |                      |                   |  | \$147,626,542.50                 |                          | \$21,789.68                |
| <b>Total Fee Offsets</b>      |   |                      |                   |  |                                  |                          | —                          |
| <b>Net Fee Due</b>            |   |                      |                   |  |                                  |                          | \$21,789.68                |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall be deemed to cover any additional shares of common stock, par value \$0.00001 per share (the “Common Stock”), of Apogee Therapeutics, Inc. that may be issued pursuant to the Apogee Therapeutics, Inc. 2023 Equity Incentive Plan (the “2023 Plan”) and the Apogee Therapeutics, Inc. 2023 Employee Stock Purchase Plan (the “2023 ESPP”) as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the Nasdaq Stock Market, on May 8, 2024.
- (3) Represents 2,416,938 shares of Common Stock reserved for issuance under the 2023 Plan.
- (4) Represents 483,387 shares of Common Stock reserved for issuance under the 2023 ESPP.