
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

APELLIS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

27-1537290
(I.R.S. Employer
Identification Number)

6400 Westwind Way, Suite A
Crestwood, KY 40014
(502) 241-4114

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

Cedric Francois, M.D., Ph.D.
President and Chief Executive Officer
Apellis Pharmaceuticals, Inc.
6400 Westwind Way, Suite A
Crestwood, KY 40014
(502) 241-4114

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

Copies to:

Stuart Falber, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, MA 02109
Telephone: (617) 526-6000
Fax: (617) 526-5000

David O. Watson, Esq.
General Counsel
Apellis Pharmaceuticals, Inc.
6400 Westwind Way, Suite A
Crestwood, KY 40014
Telephone: (502) 241-4114
Fax: (502) 241-4116

Brent B. Siler
Darren DeStefano
Divakar Gupta
Cooley LLP
1299 Pennsylvania Avenue, NW, Suite 700
Washington, DC 20004
Telephone: (202) 842-7800
Fax: (202) 842-7899

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 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. 333-224303

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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) 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.

CALCULATION OF REGISTRATION FEE

Class of Securities To Be Registered	Number of Shares to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	575,000	\$25.50	\$14,662,500	\$1,825.48

- (1) Includes shares of common stock that the underwriters have the option to purchase.
 (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of Apellis Pharmaceuticals, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-224303), which was declared effective by the Commission on April 18, 2018, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP</u>
23.1	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Ernst & Young LLP, independent registered public accounting firm</u>
24.1*	<u>Power of Attorney (incorporated by reference to the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-224303) filed with the Commission on April 16, 2018)</u>

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Crestwood, Commonwealth of Kentucky, on this 18th day of April, 2018.

APELLIS PHARMACEUTICALS, INC.

By: /s/ Cedric Francois
Cedric Francois, M.D., Ph.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Cedric Francois</u> Cedric Francois, M.D., Ph.D.	President, Chief Executive Officer and Director (principal executive officer)	April 18, 2018
<u>/s/ Timothy Sullivan</u> Timothy Sullivan	Chief Financial Officer and Treasurer (principal financial officer)	April 18, 2018
<u>*</u> Nicole Perry	Vice President of Finance (principal accounting officer)	April 18, 2018
<u>*</u> Gerald Chan, D.Sc.	Chairman of the Board of Directors	April 18, 2018
<u>*</u> A. Sinclair Dunlop	Director	April 18, 2018
<u>*</u> Alec Machiels	Director	April 18, 2018
<u>*</u> Stephanie Monaghan O'Brien	Director	April 18, 2018
<u>* By: /s/ Cedric Francois</u> Cedric Francois, M.D., Ph.D. Attorney-in-Fact		

WILMERHALE

+1 617 526 6000 (t)
+1 617 526 5000 (f)
wilmerhale.com

April 18, 2018

Apellis Pharmaceuticals, Inc.
6400 Westwind Way, Suite A
Crestwood, KY 40014Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-1 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Rule 462(b) of the Securities Act, for the registration of 575,000 shares of Common Stock, \$0.0001 par value per share (the "Shares"), of Apellis Pharmaceuticals, Inc., a Delaware corporation (the "Company"), including 75,000 Shares issuable upon exercise of an option granted by the Company.

The Shares are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Cowen and Company, LLC, as representatives of the several underwriters named in the Underwriting Agreement, the form of which has been incorporated by reference into the Registration Statement.

We are acting as counsel for the Company in connection with the issue and sale by the Company of the Shares. We have examined signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, minutes of meetings and actions of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company, the Certificate of Incorporation and Bylaws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

Apellis Pharmaceuticals, Inc.
April 18, 2018
Page 2

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in 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,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Stuart M. Falber
Stuart M. Falber, a Partner

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 our report dated March 19, 2018 relating to the consolidated financial statements of Apellis Pharmaceuticals, Inc. included in the Registration Statement (Form S-1 File No. 333-224303) and related Prospectus of Apellis Pharmaceuticals, Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Louisville, KY
April 18, 2018