
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
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)

27-1537290
(I.R.S. Employer
Identification No.)

100 Fifth Avenue
Waltham, MA
(Address of Principal Executive Offices)

02451
(Zip Code)

2017 Stock Incentive Plan
2020 Inducement Stock Incentive Plan
(Full Title of the Plan)

Cedric Francois, M.D., Ph.D.
President and Chief Executive Officer
Apellis Pharmaceuticals, Inc.
100 Fifth Avenue
Waltham, MA 02451
(Name and Address of Agent for Service)

(617) 977-5700
(Telephone Number, Including Area Code, of Agent for Service)

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	3,345,189 shares(2)	\$45.04(3)	\$150,667,313(3)	\$16,438

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents (1) 3,045,189 additional shares of Common Stock authorized for issuance under the 2017 Stock Incentive Plan (the "2017 Plan") and (2) 300,000 additional shares of Common Stock authorized for issuance under the 2020 Inducement Stock Incentive Plan (the "2020 Plan").
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are based on the average of the high and low prices of the registrant's Common Stock as reported on the Nasdaq Global Select Market on February 23, 2021.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Apellis Pharmaceuticals, Inc., a Delaware corporation (the “registrant”), to register (a) 3,045,189 additional shares of the registrant’s common stock, \$0.0001 par value per share (“Common Stock”), issuable under the registrant’s 2017 Stock Incentive Plan (the “2017 Plan”) and (b) 300,000 shares of Common Stock issuable under the 2020 Inducement Stock Incentive Plan (the “2020 Plan”). Pursuant to General Instruction E to Form S-8, this registration statement incorporates by reference the contents of (i) the registration statement on Form S-8, [File No. 333-221528](#), filed by the registrant on November 13, 2017 relating to the 2017 Plan, (ii) the registration statement on Form S-8, [File No. 333-229876](#), filed by the registrant on February 26, 2019 relating to the 2017 Plan, (iii) the registration statement on Form S-8, [File No. 333-236708](#), filed by the registrant on February 27, 2020 relating to the 2017 Plan and (iv) the registration statement on Form S-8, [File No. 333-236710](#), filed by the registrant on February 27, 2020 relating to the 2020 Plan, except (x) to the extent superseded hereby and (y) for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<u>Restated Certificate of Incorporation of the registrant (filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on November 13, 2017 and incorporated herein by reference)</u>
4.2	<u>Amended and Restated By-Laws of the registrant (filed as Exhibit 3.2 to the registrant's Current Report on Form 8-K filed on November 13, 2017 and incorporated herein by reference)</u>
5.1	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant</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>
23.3	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm</u>
24.1	<u>Power of Attorney (included on the signature page)</u>
99.1	<u>2017 Stock Incentive Plan (filed as Exhibit 10.4 to the registrant's Amendment No. 3 to the registrant's Registration Statement on Form S-1 filed on October 30, 2017 (File No. 333-220941) and incorporated herein by reference)</u>
99.2	<u>2020 Inducement Stock Incentive Plan (filed as Exhibit 99.1 to the registrant's Registration Statement on S-8 filed on February 27, 2020 (File No. 333-236710) and incorporated herein by reference)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 25th day of February, 2021.

APELLIS PHARMACEUTICALS, INC.

By: /s/ Cedric Francois

Cedric Francois, M.D., Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Apellis Pharmaceuticals, Inc., hereby severally constitute and appoint Cedric Francois, Timothy Sullivan and David O. Watson and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Apellis Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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 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)	February 25, 2021
<u>/s/ Timothy Sullivan</u> Timothy Sullivan	Chief Financial Officer and Treasurer (principal financial officer)	February 25, 2021
<u>/s/ Nicole Perry</u> Nicole Perry	Vice President of Finance (principal accounting officer)	February 25, 2021
<u>/s/ Gerald Chan, D.Sc.</u> Gerald Chan, D.Sc.	Chairman of the Board of Directors	February 25, 2021
<u>/s/ A. Sinclair Dunlop</u> A. Sinclair Dunlop	Director	February 25, 2021
<u>/s/ Paul Fonteyne</u> Paul Fonteyne	Director	February 25, 2021
<u>/s/ Alec Machiels</u> Alec Machiels	Director	February 25, 2021
<u>/s/ Stephanie Monaghan O'Brien</u> Stephanie Monaghan O'Brien	Director	February 25, 2021

February 25, 2021

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Apellis Pharmaceuticals, Inc.
100 Fifth Avenue
Waltham, MA 02451

Re: 2017 Stock Incentive Plan
2020 Inducement Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of 3,345,189 shares of common stock, \$0.0001 par value per share (“**Common Stock**”), of Apellis Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), consisting of (i) 3,045,189 shares (the “**2017 Plan Shares**”), issuable under the Company’s 2017 Stock Incentive Plan (the “**2017 Plan**”) and (ii) 300,000 shares of Common Stock (together with the 2017 Plan Shares, the “**Shares**”) issuable under the Company’s 2020 Inducement Stock Incentive Plan (together with the 2017 Plan, the “**Plans**”).

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

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 certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, as applicable, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

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

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 San Francisco Washington

Apellis Pharmaceuticals, Inc.
February 25, 2021
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It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

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.

Based on 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 Plans, as applicable, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. 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/ Craig Hilts

Craig Hilts, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2017 Stock Incentive Plan and 2020 Inducement Stock Incentive Plan of Apellis Pharmaceuticals, Inc. of our report dated February 26, 2019, with respect to the consolidated financial statements of Apellis Pharmaceuticals, Inc. for the year ended December 31, 2018, included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 25, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2021, relating to the financial statements of Apellis Pharmaceuticals, Inc. and the effectiveness of Apellis Pharmaceuticals, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Apellis Pharmaceuticals, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

February 25, 2021