

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 23, 2021**

**Apellis Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38276**  
(Commission  
File Number)

**27-1537290**  
(IRS Employer  
Identification No.)

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

**02451**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 977-5700**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	APLS	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On July 23, 2021, Apellis Pharmaceuticals, Inc. (the “Company”) closed its previously announced privately negotiated exchange (the “Exchange Transactions”) with certain holders of its 3.500% Convertible Senior Notes due 2026 (the “Notes”).

In the Exchange Transactions, the holders exchanged approximately \$201.1 million in aggregate principal amount of Notes and the Company issued an aggregate of 5,992,217 shares of its common stock. Following the closing of the Exchange Transactions, approximately \$192.7 million aggregate principal amount of Notes remained outstanding and held by third parties.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release of Apellis Pharmaceuticals, Inc., dated July 26, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Apellis Pharmaceuticals, Inc.**

Date: July 26, 2021

By: /s/ Timothy Sullivan

Timothy Sullivan

Chief Financial Officer

**Apellis Announces Closing of Previously Announced Exchanges of Approximately \$201.1 Million in Principal Amount of Its 3.500% Convertible Senior Notes Due 2026 for Common Stock**

July 26, 2021

WALTHAM, Mass., July 26, 2021 (GLOBE NEWSWIRE) – Apellis Pharmaceuticals, Inc. (Nasdaq:APLS), a global biopharmaceutical company and leader in targeted C3 therapies, today announced the closing of its previously announced privately negotiated exchange transactions (the “Exchange Transactions”) with certain holders of its 3.500% Convertible Senior Notes due 2026 (the “Notes”). In the Exchange Transactions, the holders exchanged approximately \$201.1 million in aggregate principal amount of Notes and Apellis issued an aggregate of 5,992,217 shares of its common stock.

The shares of Apellis’ common stock issued in the exchanges were not registered under the Securities Act of 1933, as amended, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and such other jurisdictions.

This press release does not constitute an offer to sell or a solicitation to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

**About Apellis**

Apellis Pharmaceuticals, Inc. is a global biopharmaceutical company that is committed to leveraging courageous science, creativity, and compassion to deliver life-changing therapies. Leaders in targeted C3 therapies, we aim to develop transformative therapies for a broad range of debilitating diseases that are driven by excessive activation of the complement cascade, including those within hematology, ophthalmology, nephrology, and neurology.