As filed with the U.S. Securities and Exchange Commission on July 24, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Aptevo Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware	**81-1567056**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2401 4th Avenue, Suite 1050
Seattle, WA 98121
(Address of principal executive offices) (Zip code)

Aptevo Therapeutics Inc. Third Amended and Restated 2018 Stock Incentive Plan
(Full title of the plan)

SoYoung Kwon
Senior Vice President and General Counsel
Aptevo Therapeutics Inc.
2401 4th Avenue, Suite 1050
Seattle, WA 98121
(206) 838-0500

(Name and address of agent for service) (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	☐	Accelerated filer	☐
Non-accelerated filer	☒	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. ☐

EXPLANATORY NOTE

On July 12, 2024, Aptevo Therapeutics Inc. (the "Company" or the "Registrant") filed a registration statement on Form S-8 (File No. 333-280789) with the Securities and Exchange Commission (the "Commission") to register 12 shares (adjusted for the 1-for-37 reverse stock split effective December 3, 2024, the 1-for-20 reverse stock split effective May 23, 2025, and the 1-for-18 reverse stock split effective December 29, 2025) of the Company's common stock, par value $0.001 per share ("Common Stock"), for issuance or sale pursuant to the Company's Second Amended and Restated 2018 Stock Incentive Plan (the "Current Plan").

The Company's board of directors adopted, subject to approval by stockholders, the Third Amended and Restated 2018 Stock Incentive Plan (the "Third Amended Plan"), which the Company's stockholders approved at the Company's 2025 annual meeting of stockholders held on July 24, 2025. Below is a summary of the principal provisions of the Third Amended Plan:

- *Increased authorized pool of shares.* The Third Amended Plan increased the number of shares authorized for issuance under the Current Plan by 13,888 (adjusted for the 1-for-18 reverse stock split effective December 29, 2025) shares of Common Stock.

- *No liberal share recycling of options or stock appreciation rights. S*hares underlying options and stock appreciation rights issued under the Third Amended Plan are not recycled into the share pool under the Third Amended Plan if they are withheld in payment of the exercise price of the award or to satisfy tax withholding obligations in respect of such awards.

- *Restrictions on Dividends and Dividend Equivalents*. The Third Amended Plan prohibits participants from receiving current dividends or dividend equivalents that are paid before the underlying award vests and is paid.

- *Enhanced clawback provisions*. The Third Amended Plan includes recoupment, or "clawback" provision set forth in the Current Plan, under which any award agreement may provide for the cancellation or forfeiture of an award or the forfeiture and repayment to the Company of any gain related to an award, or other provisions intended to have a similar effect, upon such terms and conditions as may be determined by the Committee (as defined below) in accordance with any Company clawback policy (or successor policy) or otherwise, including as required by the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or other applicable law, regulation or stock exchange listing requirement. This clawback provision also provides that participants in the Third Amended Plan agree to and acknowledge that they are obligated to cooperate with, and provide any and all assistance necessary to, the Company to recover or recoup any award or amount paid under the Third Amended Plan that becomes subject to clawback pursuant to any applicable law, government regulation, stock exchange listing requirement or policy of the Company, including, but not limited to, submitting documentation necessary to recover or recoup any such award.

- *New Term*. The Third Amended Plan also provides that awards may be granted pursuant to the Third Amended Plan until July 24, 2035.

The Company is filing this registration statement on Form S-8 (this "Registration Statement") solely for the purpose of registering the 13,888 additional shares of Common Stock authorized for issuance under the Third Amended Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes an indeterminate number of additional shares of Common Stock that may become issuable under the Third Amended Plan by reason of anti-dilution and other adjustments.

Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the previously filed registration statements on Form S-8 filed with the Commission on August 8, 2018 (File No. 333-226717), June 7, 2022 (File No. 333-265468), and July 12, 2024 (File No. 333-280789), and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation Of Certain Documents By Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

(a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed on March 26, 2026.

(b) the Company's Current Reports on Form 8-K filed on January 9, 2026, February 3, 2026, February 19, 2026, March 11, 2026, May 6, 2026, May 27, 2026, and June 30, 2026.

(c) the description of the Registrant's Common Stock which is contained in Exhibit 4.10 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025; and

(d) all other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
3.1[(1)]	Amended and Restated Certificate of Incorporation of Aptevo Therapeutics Inc.
3.2[(2)]	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Aptevo Therapeutics Inc.
3.3[(3)]	Certificate of Designation of Series A Junior Participating Preferred Stock of Aptevo Therapeutics Inc.
3.4[(4)]	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Aptevo Therapeutics, Inc.
3.5[(5)]	Amended and Restated Bylaws of Aptevo Therapeutics Inc.
3.6[(6)]	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Aptevo Therapeutics, Inc.
3.7[(7)]	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Aptevo Therapeutics, Inc.
3.8[(8)]	Amended and Restated Bylaws of Aptevo Therapeutics Inc.
4.1[(9)]	Form of Common Stock Certificate
5.1	Opinion of Paul Hastings LLP, legal counsel of Registrant
23.1	Consent of Baker Tilly US, LLP
23.2	Consent of Paul Hastings LLP, legal counsel of Registrant (included in Exhibit 5.1)
24.1	Power of Attorney (see signature page hereto).
99.1[(10)]	Third Amended and Restated 2018 Stock Incentive Plan
107	Filing Fee Table

(1) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on August 2, 2016, File No. 001-37746 and incorporated herein by reference.
(2) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on March 27, 2020, File No. 001-37746 and incorporated herein by reference.
(3) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on November 9, 2020, File No. 001-37746 and incorporated herein by reference.
(4) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on March 5, 2024, File No. 001-37746 and incorporated herein by reference.
(5) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on December 3, 2024, File No. 001-37746 and incorporated herein by reference.
(6) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on May 23, 2025, File No. 001-37746 and incorporated herein by reference.
(7) Previously filed as Exhibit 3.1 of the Registrant's Form 8-K filed on December 29, 2025, File No. 001-37746 and incorporated herein by reference.

(8) Previously filed as Exhibit 3.1 of the Registrant's Form 10-Q filed on November 10, 2022, File No. 001-37746 and incorporated herein by reference.
(9) Previously filed as Exhibit 4.1 of the Registrant's Form 10 filed on June 29, 2016, File No. 001-37746 and incorporated herein by reference.
(10) Previously filed as Appendix B of the Registrant's Definitive Proxy Statement on Schedule 14A filed on July 3, 2025, File No. 001-37746 and incorporated herein by reference.

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 Seattle, State of Washington, on this 24th day of July, 2026.

APTEVO THERAPEUTICS INC.

By: /s/ Jeffrey G. Lamothe
Jeffrey G. Lamothe
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey G. Lamothe, Daphne Taylor, and SoYoung Kwon and each of them, each with full power to act without the other, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any amendments to this registration statement, and to sign any registration statement for the same offering covered by this registration statement, including post-effective amendments or registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming that each of said such attorneys-in-fact and agents or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

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 on the 24th day of July, 2026.

Signatures	Title
/s/Jeffrey G. Lamothe **Jeffrey G. Lamothe**	President, Chief Executive Officer and Director (Principal Executive Officer)
/s Daphne Taylor **Daphne Taylor**	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/Marvin L. White **Marvin L. White**	Executive Chair
/s/John E. Niederhuber, M.D. **John E. Niederhuber, M.D.**	Lead Independent Director
/s/Daniel J. Abdun-Nabi **Daniel J. Abdun-Nabi**	Director
/s/Grady Grant, III **Grady Grant, III**	Director
/s/Zsolt Harsanyi, Ph. D. **Zsolt Harsanyi, Ph. D.**	Director
/s/Barbara Lopez Kunz **Barbara Lopez Kunz**	Director

PAUL HASTINGS

Exhibit 5.1

July 24, 2026

Aptevo Therapeutics Inc.
2401 4th Avenue, Suite 1050
Seattle, Washington 98121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Aptevo Therapeutics Inc., a Delaware corporation (the "***Company***"), in connection with the preparation of the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "***Commission***") on or about the date hereof (the "***Registration Statement***") to effect registration under the Securities Act of 1933, as amended (the "***Securities Act***"), of an aggregate of 13,888 shares (the "***Shares***") of the Company's common stock, $0.001 par value per share ("***Common Stock***"), reserved for issuance under the Company's Third Amended and Restated 2018 Stock Incentive Plan (the "***Third Amended Plan***") as a result of an increase of the number of shares available for grant and issuance under the Third Amended Plan, which was adopted by the Company's board of directors and approved by the Company's stockholders at the Company's 2025 annual meeting of stockholders held on July 24, 2025.

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

(i) the Registration Statement;

(ii) the Amended and Restated Certificate of Incorporation of the Company (the "***Certificate of Incorporation***"), as certified by an officer of the Company as of the date hereof;

(iii) the Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company as of the date hereof;

(iv) the Third Amended Plan;

(v) a certificate, dated as of the date hereof, from the Office of the Secretary of State of the State of Delaware, certifying as to the existence and good standing of the Company in the State of Delaware (the "***Good Standing Certificate***");

(vi) the resolutions adopted by the board of directors of the Company regarding the Third Amended Plan, and other matters related thereto, as certified by an officer of the Company as of the date hereof; and

(vii) the Certificate of Inspector of Election for the 2025 annual meeting of stockholders of the Company approving the Third Amended Plan, as certified by an officer of the Company as of the date hereof.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity, competency and authority of all individuals executing all agreements, instruments, corporate records, certificates and other documents; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the Third Amended Plan will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the Third Amended Plan and the agreements, forms of instrument, awards and grants duly adopted thereunder. We have also assumed that upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Certificate of Incorporation.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the Third Amended Plan and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other assumptions, limitations, qualifications and exceptions stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the preparation and filing of the Registration Statement. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Aptevo Therapeutics Inc. (the "Company") of our report dated March 26, 2026, relating to the consolidated financial statements of the Company (which report expresses an unqualified opinion and includes an explanatory paragraph relating to going concern uncertainty), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Baker Tilly US, LLP

Seattle, Washington
July 24, 2026

Calculation of Filing Fee Tables

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Aptevo Therapeutics Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, $0.001 par value per share, reserved for issuance under the Third Amended and Restated 2018 Stock Incentive Plan	Other	13,888	$ 4.44	$ 61,663.00	0.0001381	$ 9.00
			Total Offering Amounts:			$ 61,663.00		$ 9.00
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 9.00

Offering Note

1

a. In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall be deemed to cover any additional shares of Common Stock, $0.001 par value per share (the “Common Stock”) of Aptevo Therapeutics Inc. (the “Company”) that become issuable under the Third Amended and Restated 2018 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.

b. Represents 13,888 shares of Common Stock reserved for issuance under the Third Amended and Restated 2018 Stock Incentive Plan.

c. Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act based upon the average of the high and low sale prices of the Common Stock as reported on the Nasdaq Stock Market on July 22, 2026.

d. The Registrant does not have any fee offsets.

Table 2: Fee Offset Claims and Sources **☑Not Applicable**

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims											
Fee Offset Sources											