
**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
(State or other jurisdiction of incorporation or organization)

81-1567056
(I.R.S. Employer Identification No.)

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

Aptevo Therapeutics Inc. 2018 Stock Incentive Plan (as Amended and Restated)
(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	<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 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.

EXPLANATORY NOTE

On August 9, 2018, Aptevo Therapeutics Inc. (the “Company” or the “Registrant”) filed a [registration statement on Form S-8](#) (File No. 333-226717) (the “Initial Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 2,925,000 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), for issuance or sale pursuant to the Aptevo Therapeutics Inc. 2018 Stock Incentive Plan (the “Plan”).

The Company’s Board of Directors adopted, subject to approval by stockholders, the 2018 Stock Incentive Plan (as Amended and Restated) (the “Amended Plan”), which the Company’s stockholders approved at the Company’s 2022 Annual Meeting of Stockholders held on June 7, 2022. The Amended Plan made the following amendments, among others, to the Plan:

- *Increased authorized pool of shares.* The Amended Plan increased the number of shares authorized for issuance under the Plan by 500,000 shares of common stock.
- *No liberal share recycling of options or stock appreciation rights.* Shares underlying options and stock appreciation rights (“SARs”) issued under the Amended Plan are not recycled into the share pool under the 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 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 Amended Plan includes a recoupment, or “clawback” provision, 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. The Amended Plan also has enhanced this clawback provision by providing that participants in the 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 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.

The Company is filing this registration statement on Form S-8 (this “Registration Statement”) solely for the purpose of registering the 500,000 additional shares of Common Stock authorized for issuance under the 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 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 Initial Registration Statement, 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, 2021, filed on March 24, 2022, including the portions of the Company's [Definitive Proxy Statement on Schedule 14A](#) filed on April 27, 2022 that are incorporated by reference in the Annual Report on Form 10-K;

(b) the Company's [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2022, filed on May 12, 2022;

(c) the Company's Current Reports on Form 8-K filed on [January 21, 2022](#) (excluding the information furnished pursuant to Item 7.01 thereto), [February 9, 2022](#), [February 17, 2022](#), [February 18, 2022](#), [March 29, 2022](#) (as amended on [March 30, 2022](#)), [April 7, 2022](#) and [May 31, 2022](#);

(d) the description of the Registrant's Common Stock which is contained in Exhibit 4.5 to the Company's [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2020; and

(e) 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

<u>Exhibit Number</u>	<u>Description</u>
3.1(1)	Amended and Restated Certificate of Incorporation of Aptevo Therapeutics Inc.
3.2(2)	Amended and Restated Bylaws of Aptevo Therapeutics Inc.
4.1(3)	Form of Common Stock Certificate
5.1	Opinion of Goodwin Procter LLP, legal counsel of Registrant
23.1	Consent of Moss Adams LLP
23.2	Consent of Goodwin Procter LLP, legal counsel of Registrant (included in Exhibit 5.1)
24.1	Power of Attorney (see signature page hereto).
99.1(4)	2018 Stock Incentive Plan (as Amended and Restated)
107	Filing Fee Table

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- (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 3.2 of the Registrant's Form 8-K filed on August 2, 2016, File No. 001-37746 and incorporated herein by reference.
- (3) 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.
- (4) Previously filed as Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 27, 2022, File No. 001-37746 and incorporated herein by reference.
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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 7th day of June, 2022.

APTEVO THERAPEUTICS INC.

By: /s/ Marvin L. White
Marvin L. White
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 and SoYoung Kwon, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange 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 in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully 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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marvin L. White</u> Marvin L. White	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 7, 2022
<u>/s/ Jeffrey G. Lamothe</u> Jeffrey G. Lamothe	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer and Accounting Officer)</i>	June 7, 2022
<u>/s/ Daniel J. Abdun-Nabi</u> Daniel J. Abdun-Nabi	Director	June 7, 2022
<u>/s/ Grady Grant, III</u> Grady Grant, III	Director	June 7, 2022
<u>/s/ Zsolt Harsanyi, Ph.D.</u> Zsolt Harsanyi, Ph.D.	Director	June 7, 2022
<u>/s/ Barbara Lopez Kunz</u> Barbara Lopez Kunz	Director	June 7, 2022
<u>/s/ John E. Niederhuber, M.D.</u> John E. Niederhuber, M.D.	Director	June 7, 2022



Goodwin Procter LLP
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+1 202 346-4000

June 7, 2022

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

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 500,000 shares (the "Shares") of common stock, \$0.001 par value per share ("Common Stock"), of Aptevo Therapeutics Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Incentive Plan (as Amended and Restated) (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

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. of our report dated March 24, 2022, relating to the consolidated financial statements of Aptevo Therapeutics Inc. (the “Company”) appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Seattle, Washington
June 7, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Aptevo Therapeutics Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for issuance under the 2018 Stock Incentive Plan (As Amended And Restated)	Rule 457(c) and Rule 457(h)	500,000 ⁽²⁾	\$4.60	\$2,300,000.00	0.0000927	\$213.21
Total Offering Amounts					\$2,300,000.00		\$213.21
Total Fee Offsets							\$ -
Net Fee Due							\$213.21

- (1) 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 2018 Stock Incentive Plan (As Amended And Restated) 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 Registrant's Common Stock, as applicable.
- (2) Represents shares of Common Stock being registered for the first time pursuant to the Plan.
- (3) 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 June 1, 2022.