

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

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

**ARRIVENT BIOPHARMA, 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)

**86-3336099**  
(I.R.S. Employer  
Identification Number)

**18 Campus Boulevard, Suite 100  
Newtown Square, PA 19073  
(628) 277-4836**

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

**Zhengbin (Bing) Yao, Ph.D.**  
**Chief Executive Officer**  
**ArriVent BioPharma, Inc.**  
**18 Campus Boulevard, Suite 100**  
**Newtown Square, PA 19073**  
**(628) 277-4836**

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

**Copies to:**

**John T. Rudy**  
**Matthew T. Simpson**  
**Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.**  
**One Financial Center**  
**Boston, MA 02111**  
**(617) 542-6000**

**Nathan Ajiashvili**  
**Alison A. Haggerty**  
**Latham & Watkins LLP**  
**1271 Avenue of the Americas**  
**New York, NY 10020**  
**(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after the effective date of this registration statement.**

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 to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-276397

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, 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 checked="" 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.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (this “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional shares of common stock, par value \$0.0001 per share (the “Common Stock”), of ArriVent BioPharma, Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on [Form S-1 \(File No. 333-276397\)](#) (the “Prior Registration Statement”), which the Commission declared effective on January 25, 2024. This Registration Statement is being filed solely for the purpose of increasing the number of shares of Common Stock to be offered in the public offering by 1,597,223 shares of Common Stock, which includes 208,334 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of Common Stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 of the Prior Registration Statement.

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

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit Index</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of KPMG LLP.</u></a>
<a href="#"><u>23.4</u></a>	<a href="#"><u>Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1, as amended (File No. 333-276397), originally filed with the Commission on January 5, 2024 and incorporated herein by reference).</u></a>
<a href="#"><u>107</u></a>	<a href="#"><u>Filing Fee Table.</u></a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Newtown Square, Pennsylvania, on the 25<sup>th</sup> day of January, 2024.

### ARRIVENT BIOPHARMA, INC.

By: /s/ Zhengbin (Bing) Yao, Ph.D.  
Zhengbin (Bing) Yao, Ph.D.  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Zhengbin (Bing) Yao, Ph.D.</u> Zhengbin (Bing) Yao, Ph.D.	Chairman, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	January 25, 2024
<u>/s/ Winston Kung, MBA</u> Winston Kung, MBA	Chief Financial Officer and Treasurer <i>(Principal Accounting Officer and Principal Financial Officer)</i>	January 25, 2024
<u>*</u> Carl L. Gordon, Ph.D., CFA	Director	January 25, 2024
<u>*</u> James Healy, M.D., Ph.D.	Director	January 25, 2024
<u>*</u> Bahija Jallal, Ph.D.	Director	January 25, 2024
<u>*</u> Stuart Lutzker, M.D., Ph.D.	President of Research and Development and Director	January 25, 2024
<u>*</u> Chris W. Nolet	Director	January 25, 2024

\*By /s/ Zhengbin (Bing) Yao, Ph.D.  
Zhengbin (Bing) Yao, Ph.D.  
*Attorney-in-fact*

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One Financial Center  
Boston, MA 02111  
617 542 6000  
mintz.com



January 25, 2024

ArriVent BioPharma, Inc.  
18 Campus Boulevard, Suite 100  
Newtown Square, PA 19073

Ladies and Gentlemen:

We have acted as legal counsel to ArriVent BioPharma, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of (i) a Registration Statement (No. 333-276397) on Form S-1, as amended (the “Initial Registration Statement”), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”) (the “462(b) Registration Statement”), pursuant to which the Company is registering the offering for sale under the Securities Act of 1933, as amended (the “Securities Act”), an aggregate of 1,597,223 additional shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”).

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 Goldman Sachs & Co. LLC, Jefferies LLC and Citigroup Global Markets Inc. as representatives of the several underwriters to be named therein. The form of the Underwriting Agreement has been filed as Exhibit 1.1 to the Initial Registration Statement. This opinion is being rendered in connection with the filing of the 462(b) Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the 462(b) Registration Statement.

In connection with this opinion, we have examined the Company’s Second Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, each as currently in effect, and the form of the Underwriting Agreement; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; the Initial Registration Statement and the exhibits thereto; and the 462(b) Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

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BOSTON LOS ANGELES MIAMI NEW YORK SAN DIEGO SAN FRANCISCO TORONTO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

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Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

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.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the form of the Underwriting Agreement most recently filed as an exhibit to the Initial Registration Statement and the prospectus that forms a part of the Initial Registration Statement, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the prospectus which forms part of the 462(b) Registration Statement, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated August 25, 2023, except for Notes 3(a) and 7, as to which the date is October 31, 2023 and Note 3(k), as to which the date is January 23, 2024, with respect to the financial statements of ArriVent BioPharma, Inc. incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
January 25, 2024

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## Calculation of Filing Fee Tables

Form S-1  
(Form Type)ArriVent BioPharma, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share	457(a)	1,597,223	\$18.00	\$28,750,014	0.00014760	\$4,243.51
		Total Offering Amounts				\$28,750,014		\$4,243.51
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fee Due						\$4,243.51 <sup>(3)</sup>

- (1) Represents only the additional number of shares being registered and includes 208,334 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-276397), as amended (the "Earlier Registration Statement").
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities on the Earlier Registration Statement having a proposed maximum aggregate offering price of \$182,083,308, which was declared effective by the Securities and Exchange Commission on January 25, 2024. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$28,750,014 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.