

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

**FORM S-8
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)

86-3336099
(I.R.S. Employer
Identification No.)

18 Campus Boulevard, Suite 100
Newtown Square, PA
(Address of Principal Executive Offices)

19073
(Zip Code)

ArriVent BioPharma, Inc. 2021 Employee, Director and Consultant Equity Incentive Plan, as amended
ArriVent BioPharma, Inc. 2024 Employee, Director and Consultant Equity Incentive Plan
(Full titles of the plans)

Zhengbin (Bing) Yao, Ph.D.
Chief Executive Officer
ArriVent BioPharma, Inc.
18 Campus Boulevard, Suite 100
Newtown Square, PA 19073
Telephone: (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

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
Non-accelerated filer

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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

ArriVent BioPharma, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) The Registrant’s [prospectus filed on January 26, 2024](#) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Securities Act”) relating to the Registration Statement on [Form S-1, as amended \(File No. 333-276397\), initially filed with the Commission on January 5, 2024](#), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed; and
- (b) [The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed on January 23, 2024 \(File No 001-41929\) under Section 12\(b\) of the Securities Exchange Act of 1934, as amended \(the “Exchange Act”\), including any amendment or report filed for the purpose of updating such description.](#)

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the Delaware General Corporation Law provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the Delaware General Corporation Law provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the Delaware General Corporation Law provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the Delaware General Corporation Law.

The Registrant's Amended and Restated Certificate of Incorporation, or the Charter, provides that no director or officer of the company shall be personally liable to the Registrant or its stockholders for monetary damages for any breach of fiduciary duty as a director or officer, except for liability (1) for any breach of the director's or officer's duty of loyalty to the Registrant or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) with respect to a director, under Section 174 of the Delaware General Corporation Law, and with respect to an officer, from any action by or in the right of the Registrant, or (4) from any transaction from which a director or an officer derived an improper personal benefit. In addition, the Charter provides that if the Delaware General Corporation Law is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Charter further provides that any repeal or modification of such article by the Registrant's stockholders or amendment to the Delaware General Corporation Law will not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a director serving at the time of such repeal or modification.

The Registrant's Amended and Restated By-Laws, or the By-Laws, provide that the Registrant will indemnify each of its directors and officers and, in the discretion of its board of directors, certain employees, to the fullest extent permitted by the Delaware General Corporation Law as the same may be amended (except that in the case of amendment, only to the extent that the amendment permits the Registrant to provide broader indemnification rights than the Delaware General Corporation Law permitted it to provide prior to such the amendment) against any and all expenses, judgments, penalties, fines and amounts reasonably paid in settlement that are incurred by the director, officer or such employee or on the director's, officer's or employee's behalf in connection with any threatened, pending or completed proceeding or any claim, issue or matter therein, to which he or she is or is threatened to be made a party because he or she is or was serving as a director, officer or employee of the company, or at the Registrant's request as a director, partner, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the company and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Article VII, Section 2 of the By-Laws further provides for the advancement of expenses to each of the Registrant's directors and, in the discretion of the board of directors, to certain officers and employees.

In addition, the By-Laws provide that the right of each of the Registrant's directors and officers to indemnification and advancement of expenses shall be a contract right and shall not be exclusive of any other right now possessed or hereafter acquired under any statute, provision of the Charter or By-Laws, agreement, vote of stockholders or otherwise. Furthermore, Article VII, Section 5 of the By-Laws authorizes the Registrant to provide insurance for its directors, officers and employees, against any liability, whether or not it would have the power to indemnify such person against such liability under the Delaware General Corporation Law or the provisions of Article VII, Section 1 of the By-Laws.

In connection with the sale of common stock being registered hereby, the Registrant has entered into indemnification agreements with each of its directors and executive officers. These agreements will provide that the Registrant will indemnify each of its directors and such officers to the fullest extent permitted by law and the Charter and By-Laws.

The Registrant also maintains a general liability insurance policy, which covers certain liabilities of directors and officers of the company arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation	8-K	001-41929	3.1	January 30, 2024
4.2	Amended and Restated Bylaws	8-K	001-41929	3.2	January 30, 2024
4.3	Specimen Common Stock Certificate	S-1	333-276397	4.1	January 5, 2024
4.4	Amended and Restated Investors' Rights Agreement, dated as of December 16, 2022	S-1	333-276397	4.2	January 5, 2024
5.1*	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.				
23.1*	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).				
23.2*	Consent of KPMG LLP				
24.1*	Power of Attorney (included on the signature page of this Registration Statement).				
99.1+	2021 Employee, Director and Consultant Equity Incentive Plan, as amended and form of stock option agreement thereunder	S-1	333-276397	10.2	January 5, 2024
99.2+	2024 Employee, Director and Consultant Equity Incentive Plan, form of stock option agreement and form of restricted stock agreement thereunder	S-1/A	333-276397	10.3	January 22, 2024
107*	Filing Fee Table.				
*	Filed herewith.				
+	Denotes management compensation plan or contract.				

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Newtown Square, Pennsylvania, on the 2nd day of February, 2024.

ARRIVENT BIOPHARMA, INC.

By: /s/ Zhengbin (Bing) Yao, Ph.D.

Zhengbin (Bing) Yao, Ph.D.

Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Zhengbin (Bing) Yao, Ph.D. and Winston Kung, MBA 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 all post-effective amendments thereto, 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 or she 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/ Zhengbin (Bing) Yao, Ph.D.</u> Zhengbin (Bing) Yao, Ph.D.	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 2, 2024
<u>/s/ Winston Kung, MBA</u> Winston Kung, MBA	Chief Financial Officer and Treasurer (Principal Accounting Officer and Principal Financial Officer)	February 2, 2024
<u>/s/ Carl L. Gordon, Ph.D., CFA</u> Carl L. Gordon, Ph.D., CFA	Director	February 2, 2024
<u>/s/ James Healy, M.D., Ph.D.</u> James Healy, M.D., Ph.D.	Director	February 2, 2024
<u>/s/ Bahija Jallal, Ph.D.</u> Bahija Jallal, Ph.D.	Director	February 2, 2024
<u>/s/ Stuart Lutzker, M.D., Ph.D.</u> Stuart Lutzker, M.D., Ph.D.	President of Research and Development and Director	February 2, 2024
<u>/s/ Chris W. Nolet</u> Chris W. Nolet	Director	February 2, 2024



February 2, 2024

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

RE: Registration on Form S-8

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 a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 6,486,587 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share, that may be issued pursuant to the Company’s 2021 Employee, Director and Consultant Equity Incentive Plan, as amended, and 2024 Employee, Director and Consultant Equity Incentive Plan (together, the “Plans”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect; the Plans; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the 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, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plans.

Our opinion expressed herein 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 delivered in accordance with the terms of the Plans 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 Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, 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.

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 by reference herein.

/s/ KPMG LLP

Philadelphia, Pennsylvania
February 2, 2024

Calculation of Filing Fee Table

Form S-8
(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 Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance upon the exercise of outstanding stock options granted under the 2021 Employee, Director and Consultant Equity Incentive Plan, as amended	Other(2)	2,533,752(3)	\$4.85	\$12,288,697.20	0.00014760	\$1,813.82
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2024 Employee, Director and Consultant Equity Incentive Plan	Other(4)	3,952,835(5)	\$20.44	\$80,795,947.40	0.00014760	\$11,925.49
Total Offering Amounts				—	\$93,084,644.60	—	\$13,739.31
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	13,739.31

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.0001 par value per share (“Common Stock”) of ArriVent BioPharma, Inc. (the “Registrant”) that become issuable under the Registrant’s 2021 Employee, Director and Consultant Equity Incentive Plan, as amended (the “2021 Plan”), or the Registrant’s 2024 Employee, Director and Consultant Equity Incentive Plan (the “2024 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price for the 2,533,752 shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2021 Plan are calculated using the weighted-average exercise price of \$4.85 per share for such stock options.

- (3) Represents shares of Common Stock reserved for issuance upon the exercise of outstanding stock options granted under the 2021 Plan. No additional stock awards will be granted under the 2021 Plan.
 - (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are calculated based on the average of the high and the low price of the Registrant's Common Stock as reported on The Nasdaq Global Market as of a date (January 29, 2024) within five business days prior to filing this Registration Statement.
 - (5) Represents 3,952,835 shares of Common Stock reserved for future issuance upon the exercise of outstanding options granted under the 2024 Plan or for future grants under the 2024 Plan, which include any shares available for future grants under the 2021 Plan. To the extent that any stock options discussed under footnote (2) outstanding under the 2021 Plan expire or are repurchased, forfeited, cancelled or withheld, the shares of Common Stock reserved for issuance pursuant to such stock options will become available for issuance as shares of Common Stock under the 2024 Plan. The 2024 Plan also provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2024 Plan on January 1st of each year, commencing on January 1, 2025 and ending on January 2, 2033, in an amount equal to the lesser of (i) 5% of the outstanding shares of Common Stock on such date or (ii) such number of shares determined by the plan administrator. This explanation is provided for information purposes only. The issuance of such additional shares is not being registered on this Registration Statement.
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