
**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 Number)

18 Campus Boulevard, Suite 100
Newtown Square, PA
(Address, including zip code, of registrant's principal executive offices)

ArriVent BioPharma, Inc. 2024 Employee, Director and Consultant Equity Incentive Plan
(Full title of the plan)

Zhengbin (Bing) Yao, Ph.D.
President and Chief Executive Officer
ArriVent BioPharma, Inc.
18 Campus Boulevard, Suite 100
Newtown Square, PA 19073
Telephone: (628) 277-4836
(Name, address and telephone number, including area code, of agent for service)

Copies to:

John T. Rudy
Matthew T. Simpson
Nishant M. Dharia
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, 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 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.

EXPLANATORY NOTE

This Registration Statement registers an aggregate of 1,685,338 additional shares (the “Shares”) of common stock, par value \$0.0001 per share, of ArriVent BioPharma, Inc. (the “Registrant”), reserved under the ArriVent BioPharma, Inc. 2024 Employee, Director and Consultant Equity Incentive Plan (the “2024 Plan”), representing an increase of 1,685,338 shares reserved under the 2024 Plan effective January 1, 2025 by operation of the 2024 Plan’s “evergreen” provision. This registration statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (File No. 333-276840) relating to an employee benefit plan is effective. The information contained in the Registrant’s registration statement on [Form S-8 filed with the Securities and Exchange Commission on February 2, 2024 \(File No. 333-276840\)](#) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description	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+	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.

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 3rd day of March, 2025.

ARRIVENT BIOPHARMA, INC.

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

Zhengbin (Bing) Yao, Ph.D.

Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Zhengbin (Bing) Yao, Ph.D. and Winston Kung, MBA, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, 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 or all further 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Zhengbin (Bing) Yao, Ph.D.</u> Zhengbin (Bing) Yao, Ph.D.	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 3, 2025
<u>/s/ Winston Kung, MBA</u> Winston Kung, MBA	Chief Financial Officer and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 3, 2025
<u>/s/ Carl L. Gordon, Ph.D., CFA</u> Carl L. Gordon, Ph.D., CFA	Director	March 3, 2025
<u>/s/ James Healy, M.D., Ph.D.</u> James Healy, M.D., Ph.D.	Director	March 3, 2025
<u>/s/ John Hohneker, M.D.</u> John Hohneker, M.D.	Director	March 3, 2025
<u>/s/ Stuart Lutzker, M.D., Ph.D.</u> Stuart Lutzker, M.D., Ph.D.	President of Research and Development and Director	March 3, 2025
<u>/s/ Chris W. Nolet</u> Chris W. Nolet	Director	March 3, 2025
<u>/s/ Kristine Peterson</u> Kristine Peterson	Director	March 3, 2025

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



March 3, 2025

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 1,685,338 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share, that may be issued pursuant to the Company’s 2024 Employee, Director and Consultant Equity Incentive Plan (the “Plan”). 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 Plan; 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 Plan.

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 Plan 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.

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

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

MINTZ

March 3, 2025
Page 2



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 March 3, 2025, with respect to the financial statements of ArriVent BioPharma, Inc., incorporated herein by reference.

/s/ KPMG LLP

Boston, Massachusetts
March 3, 2025

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	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	457(c) and 457(h)	1,685,338(1)	\$25.51(2)	\$42,992,972.38	\$0.00015310	\$6,582.23
Total Offering Amount				—	\$42,992,972.38	—	\$6,582.23
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$6,582.23

- (1) The number of shares of common stock, par value \$0.0001 per share (“Common Stock”), of ArriVent BioPharma, Inc. (the “Registrant”) stated above consists of additional shares of Common Stock available for issuance under the ArriVent BioPharma, Inc. 2024 Employee, Director and Consultant Equity Incentive Plan (the “2024 Plan”), by operation of the 2024 Plan’s “evergreen” provision. The maximum number of shares which may be sold upon the exercise of options or issuance of stock-based awards granted under the 2024 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2024 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act on the basis of the average of the high and the low price of the Registrant’s Common Stock as reported on The Nasdaq Stock Market on February 25, 2025.