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The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

0001541157

Name of Issuer

Akari Therapeutics Plc

Jurisdiction of Incorporation/Organization

UNITED KINGDOM

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

Celsus Therapeutics Plc.

Morria Biopharmaceuticals PLC

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

public company with limited liability  
incorporated under laws of England &  
Wales

**2. Principal Place of Business and Contact Information**

Name of Issuer

Akari Therapeutics Plc

Street Address 1

22 BOSTON WHARF ROAD

Street Address 2

FL 7

City

BOSTON

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02210

Phone Number of Issuer

(646) 350-0702

**3. Related Persons**

Last Name

Jacques

First Name

Rachelle

Middle Name

Street Address 1

Akari Therapeutics, Plc

Street Address 2

22 Boston Wharf Road, Fl 7

City

Boston

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02210

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

President and Chief Executive Officer

Last Name

Prudo

First Name

Dr. Ray

Middle Name

Street Address 1

Akari Therapeutics, Plc

Street Address 2

22 Boston Wharf Road FL 7

City

Boston

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02210

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Grissinger

First Name

Michael

Middle Name

Street Address 1

Akari Therapeutics, Plc

Street Address 2

22 Boston Wharf Road FL 7

City

Boston

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02210

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
<a href="#">Williams</a>	<a href="#">Donald</a>	
Street Address 1	Street Address 2	
<a href="#">Akari Therapeutics, Plc</a>	<a href="#">22 Boston Wharf Road FL 7</a>	
City	State/Province/Country	ZIP/PostalCode
<a href="#">Boston</a>	<a href="#">MASSACHUSETTS</a>	<a href="#">02210</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
<a href="#">Hashad</a>	<a href="#">Wa'el</a>	
Street Address 1	Street Address 2	
<a href="#">Akari Therapeutics, Plc</a>	<a href="#">22 Boston Wharf Road FL 7</a>	
City	State/Province/Country	ZIP/PostalCode
<a href="#">Boston</a>	<a href="#">MASSACHUSETTS</a>	<a href="#">02210</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
<a href="#">Patel</a>	<a href="#">Samir</a>	
Street Address 1	Street Address 2	
<a href="#">Akari Therapeutics, Plc</a>	<a href="#">22 Boston Wharf Road FL 7</a>	
City	State/Province/Country	ZIP/PostalCode
<a href="#">Boston</a>	<a href="#">MASSACHUSETTS</a>	<a href="#">02210</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
<a href="#">DiCicco</a>	<a href="#">Wendy</a>	
Street Address 1	Street Address 2	
<a href="#">Akari Therapeutics, Plc</a>	<a href="#">22 Boston Wharf Road FL 7</a>	
City	State/Province/Country	ZIP/PostalCode
<a href="#">Boston</a>	<a href="#">MASSACHUSETTS</a>	<a href="#">02210</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

[Interim Chief Financial Officer of the Issuer](#)

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#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care   | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology                | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance             | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians       | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals              | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input checked="" type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing                | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate   | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial                   | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction                 | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance              | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential                  | <input type="checkbox"/> Other                     |

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

## 5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 -  
\$100,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Over \$100,000,000

Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Section 3(c)(1)

Section 3(c)(9)

Rule 504 (b)(1)(i)

Section 3(c)(2)

Section 3(c)(10)

Rule 504 (b)(1)(ii)

Section 3(c)(3)

Section 3(c)(11)

Rule 504 (b)(1)(iii)

Section 3(c)(4)

Section 3(c)(12)

Rule 506(b)

Section 3(c)(5)

Section 3(c)(13)

Rule 506(c)

Section 3(c)(6)

Section 3(c)(14)

Securities Act Section 4(a)(5)

Section 3(c)(7)

## 7. Type of Filing

New Notice Date of First Sale 2023-12-27  First Sale Yet to Occur

Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes  No

## 9. Type(s) of Securities Offered (select all that apply)

Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Other (describe)

American Depositary Shares (ADSs), each representing 2,000 Ordinary Shares

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

## 12. Sales Compensation

Recipient Paulson Investment Company LLC  
(Associated) Broker or Dealer  None  
None  
Street Address 1 10220 SW Greenburg Rd  
City Portland  
State(s) of Solicitation (select all that apply)  All States  
Check "All States" or check individual States  Foreign/non-US

Recipient CRD Number  None  
5670  
(Associated) Broker or Dealer CRD Number  None  
None  
Street Address 2 Suite 380  
State/Province/Country OREGON  
ZIP/Postal Code 97223

### 13. Offering and Sales Amounts

Total Offering Amount \$2,000,001 USD or  Indefinite  
Total Amount Sold \$2,000,001 USD  
Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

Sale of 1,895,736,000 ordinary shares represented by 947,868 ADSs.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$100,001 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

Cash fee equal to 5% of aggregate sales, and a non-accountable expense allowance of \$60,000

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Akari Therapeutics Plc	/s/	Rachelle Jacques	President and Chief Executive Officer	2024-01-09

*Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.