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

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**Form S-8**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**AKARI THERAPEUTICS, PLC**

*(Exact Name of Registrant as Specified in its Charter)*

**England and Wales**  
*(State or other jurisdiction of  
incorporation or organization)*

**98-1034922**  
*(I.R.S. Employer  
Identification No.)*

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**22 Boston Wharf Road FL 7  
Boston, MA 02210  
Telephone (929) 274-7510**  
*(Address of principal executive offices)*

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**Akari Therapeutics, Plc 2023 Equity Incentive Plan  
Peak Bio, Inc. 2022 Long-Term Incentive Plan**  
*(Full title of the Plan)*

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**Celsus Therapeutics, Inc.  
22 Boston Wharf Road FL 7  
Boston, MA 02210  
(929) 274-7510**  
*(Name, Address, including zip code, and telephone number, including area code, of agent for service)*

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Copies of all correspondence to:

**Gary Emmanuel, Esq.  
Win Rutherford, Esq.  
Greenberg Traurig, LLP  
One Vanderbilt Avenue  
New York, NY 10017  
Tel: (212) 801-9337**

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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  
Non-accelerated filer

Accelerated filer  
 Smaller reporting company  
 Emerging growth company

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Akari Therapeutics, Plc, a public company with limited liability under the laws of England and Wales (the “Registrant”, “Company”, “we”, “us”, or “our”), for the purpose of registering (i) a total of 18,826,000,000 additional ordinary shares, par value \$0.0001 per share (“Ordinary Shares” and such additional Ordinary Shares, the “Akari 2023 Plan Additional Shares”) (the equivalent of 9,413,000 American Depositary Shares), issuable under the Akari Therapeutics, Plc 2023 Equity Incentive Plan (as amended, the “Akari 2023 Plan”) and (ii) a total of 1,922,625,000 Ordinary Shares (the “Peak Bio 2022 Plan Shares”) (the equivalent of 961,312 American Depositary Shares), issuable under certain options awarded under the Peak Bio, Inc. 2022 Long-Term Incentive Plan, which were assumed by the Company in connection with the business combination contemplated by the Agreement and Plan of Merger (the “Merger Agreement”), dated as of March 4, 2024, by and among the Company, Peak Bio, Inc. (“Peak Bio”), a Delaware corporation, and Pegasus Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company, as amended by a side letter dated as August 15, 2024 (the “Peak Bio 2022 Plan”).

### STATEMENT OF INCORPORATION BY REFERENCE

With respect to the Akari 2023 Plan Additional Shares, and pursuant to Instruction E of Form S-8, the contents of the Registrant’s prior registration statement on Form S-8 registering Ordinary Shares under the Akari 2023 Plan (File No. 333-274954) (the “Prior Registration Statement”) are hereby incorporated by reference herein, and the information required by Form S-8 is omitted with respect to the Akari 2023 Plan Additional Shares, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

With respect to the Peak Bio 2022 Plan Shares, the information specified by Items 1 and 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 of 1933, as amended (the “Securities Act”), and the Explanatory Note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Peak Bio 2022 Plan, as specified by Rule 428(b) under the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

We incorporate by reference the following documents filed with the Securities and Exchange Commission (“SEC”) and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules:

- our Annual Report on Form 10-K for the year ended [December 31, 2024](#), filed with the SEC on April 15, 2025;
- our Quarterly Report on Form 10-Q for the quarter ended [March 31, 2025](#), filed with the SEC on May 14, 2025;
- our Current Reports on Form 8-K filed on [March 3, 2025](#), [March 20, 2025](#) and [July 1, 2025](#); and
- the description of our Ordinary Shares contained in [Exhibit 4.7](#) to our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on April 15, 2025, and any amendment or report filed for the purpose of further updating that description.

We also incorporate by reference into this Registration Statement the following information filed with the SEC:

- the audited consolidated financial statements of Peak Bio, our wholly-owned subsidiary, for the fiscal year ended December 31, 2023, contained on pages F-1 through F-35 filed as part of Peak Bio’s Annual Report on [Form 10-K](#), filed with the SEC on August 6, 2024; and
- Peak Bio’s unaudited financial statements for the fiscal quarter ended September 30, 2024 contained in Item 1 of Peak Bio’s Quarterly Report on [Form 10-Q](#), filed with the SEC on November 12, 2024.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K or any other information that is identified as “furnished” rather than filed, which information is not incorporated by reference herein) after the date of this prospectus and prior to the filing of a post-effective amendment that indicates that all securities have been offered and sold or that deregisters all securities remaining unsold shall be deemed to be incorporated by reference in the registration statement and to be a part hereof from the date of filing of such documents (other than information that is furnished in such documents but deemed by the rules of the SEC not to have been filed). Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

To the extent permitted by the U.K. Companies Act of 2006, our directors and officers are entitled pursuant to our Articles of Association, as amended, to be indemnified against any liability they incur by reason of their directorship or service as an officer of the Company. In addition to such indemnification, we provide our directors and executive officers with directors’ and officers’ liability insurance.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

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## Item 8. Exhibits.

The following are the exhibits required by Item 601 of Regulation S-K:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1	<a href="#"><u>Form of Deposit Agreement among the Registrant, Deutsche Bank Trust Company Americas, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder (incorporated by reference to the exhibit previously filed with the Registrant's Registration Statement on Form F-6 (No. 333-185197) filed on November 30, 2012)</u></a>
4.2	<a href="#"><u>Amendment to Deposit Agreement among the Registrant, Deutsche Bank Trust Company Americas, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder (incorporated by reference to the registrant's Post-Effective Amendment No. 1 to Registration Statement on Form F-6 (No. 333-185197) filed on December 24, 2013)</u></a>
4.3	<a href="#"><u>Form of American Depositary Receipt; the Form is Exhibit A of the Form of Amendment to the Deposit Agreement (incorporated by reference to the exhibit previously filed with the Registrant's Registration Statement on Form F-6 (No. 333-185197) filed on November 30, 2012)</u></a>
4.4	<a href="#"><u>Form of Amendment No. 2 to Deposit Agreement (incorporated by reference to the exhibit previously filed with the Registrant's Post-Effective Amendment on Registration Statement Form F-6 (File No. 333-185197) filed on September 9, 2015)</u></a>
4.5	<a href="#"><u>Form of American Depositary Receipt; the Form is Exhibit A of the Form of Amendment to the Deposit Agreement (incorporated by reference to the exhibit previously filed with the Registrant's Post-Effective Amendment on Registration Statement Form F-6 (File No. 333-185197) filed on September 9, 2015)</u></a>
4.6	<a href="#"><u>Form of Amendment No. 3 to Deposit Agreement (incorporated by reference to the exhibit previously filed with the Registrant's Post-Effective Amendment on Registration Statement Form F-6 (File No. 333-185197) filed on August 17, 2023)</u></a>
4.7	<a href="#"><u>Form of American Depositary Receipt; the Form is Exhibit A of the Form of Amendment No. 3 to Deposit Agreement (incorporated by reference to the exhibit previously filed with the Registrant's Post-Effective Amendment on Registration Statement Form F-6 (File No. 333-185197) filed on August 17, 2023)</u></a>
4.8	<a href="#"><u>Akari Therapeutics, Plc 2023 Equity Incentive Plan (incorporated by reference to Exhibit 4.8 to the Registrant's Form S-8, as filed with the SEC on October 12, 2023)</u></a>
4.9	<a href="#"><u>Amended Articles of Association of Akari Therapeutics, Plc (incorporated by reference to the Exhibit 3.1 to Registrant's Current Report on Form 6-K, as filed with the SEC on July 7, 2023).</u></a>
4.10	<a href="#"><u>Peak Bio, Inc. 2022 Long-Term Incentive Plan (incorporated by reference to Annex J to Peak Bio's definitive proxy statement, as filed with the SEC on October 7, 2022).</u></a>
5.1*	<a href="#"><u>Opinion of Greenberg Traurig, LLP (U.K.), as to the legality of the securities being registered</u></a>
23.1*	<a href="#"><u>Consent of Greenberg Traurig, LLP (U.K.) (included in Exhibit 5.1)</u></a>
23.2*	<a href="#"><u>Consent of BDO USA, P.C., independent registered public accounting firm for the Registrant</u></a>
23.3*	<a href="#"><u>Consent of Marcum LLP, independent registered public accounting firm for Peak Bio</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

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## 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 of 1933;
  - (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 this 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 Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement 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.
  - (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.
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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Boston, Massachusetts, on July 29, 2025.

**AKARI THERAPEUTICS, PLC**

By: */s/ Abizer Gaslightwala*

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Abizer Gaslightwala  
President and Chief Executive Officer

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each director and officer of AKARI THERAPEUTICS, PLC whose signature appears below hereby constitutes and appoints Abizer Gaslightwala and Torsten Hombeck, Ph.D., and each of them severally, acting alone and without the other, his/her true and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments to this Registration Statement, and to sign any and all additional registration statements relating to the same offering of securities of the Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

Name	Title	Date
<u>/s/ Abizer Gaslightwala</u> Abizer Gaslightwala	President, Director and Chief Executive Officer (principal executive officer)	July 29, 2025
<u>/s/ Torsten Hombeck, Ph.D.</u> Torsten Hombeck, Ph.D.	Chief Financial Officer (principal financial officer and principal accounting officer)	July 29, 2025
<u>/s/ Hoyoung Huh, M.D., Ph.D.</u> Hoyoung Huh, M.D., Ph.D.	Chairman	July 29, 2025
<u>/s/ Ray Prudo, M.D.</u> Ray Prudo, M.D.	Director	July 29, 2025
<u>/s/ Samir R. Patel, M.D.</u> Samir R. Patel, M.D.	Director	July 29, 2025
<u>/s/ James Neal</u> James Neal	Director	July 29, 2025
<u>/s/ Sandip I. Patel</u> Sandip I. Patel	Director	July 29, 2025
<u>/s/ Robert Bazemore</u> Robert Bazemore	Director	July 29, 2025

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**AUTHORIZED REPRESENTATIVE**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Akari Therapeutics, Plc has signed this registration statement on July 29, 2025.

Celsus Therapeutics, Inc.

By: /s/ Abizer Gaslightwala

Name: Abizer Gaslightwala

Title: Authorized Representative

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**Akari Therapeutics, Plc**  
 Highdown House  
 Yeoman Way  
 Worthing  
 West Sussex  
 BN99 3HH

July 29, 2025

Dear Sirs,

**1. BACKGROUND**

- 1.1 We have acted as English legal advisers to Akari Therapeutics, Plc (the “**Company**”), a public company with limited liability (with registered number 5252842) under the laws of England and Wales in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) as filed by the Company with the Securities and Exchange Commission (the “**SEC**”) under the Securities Act 1933, as amended (the “**Securities Act**”), and the rules and regulations enacted thereunder (the “**Rules**”), on July 29, 2025 and which became immediately effective upon filing relating to the issue of up to (i) 18,826,000,000 ordinary shares of par value \$0.0001 per share in the capital of the Company, that may be issued pursuant to the Company’s 2023 Equity Incentive Plan (the “**Akari 2023 Plan**”) and (ii) 1,922,625,000 ordinary shares of par value \$0.0001 per share in the capital of the Company issuable under certain options awarded under the Peak Bio, Inc. 2022 Long-Term Incentive Plan which were assumed by the Company (the “**Peak Bio Plan**”) and together with the Akari 2023 Plan, the “**Plans**”) (the “**New Shares**”).
- 1.2 For the purpose of giving this opinion, we have examined and relied upon originals or copies of such corporate records, agreements, documents and instruments as we have deemed necessary or advisable for the purposes of this opinion, being:
- 1.2.1 the Registration Statement;
- 1.2.2 a certificate addressed to us in connection with this opinion dated 28 July 2025 and signed by an officer of the Company (the “**Officer’s Certificate**”) and the documents attached to it; and
- 1.2.3 copies of the last registered articles of association of the Company (the “**Articles**”), the Company’s certificate of incorporation and the Company’s last registered certificate of incorporation on change of name.
- 1.3 At approximately 11.50 a.m. London time on 28 July 2025, CRO Info (a third-party search company) carried out a search of the filing history page of the Companies House on-line database in respect of the Company. At approximately 11.47 a.m. London time on 28 July 2025, CRO Info made an enquiry of the Insolvency and Companies List (formerly known as the Companies Court) in London in relation to the Company. At approximately 11.50 a.m. London time on 28 July 2025, CRO Info made an enquiry at The Gazette. The searches and the enquiries referred to above revealed that no order, petition or resolution for winding-up, no interim or final administration order and notice of the appointment of a receiver, administrative receiver or administrator has been filed at that time with respect to the Company and no moratorium pursuant to the Corporate Insolvency and Governance Act 2020 had been granted in respect of the Company.

This is a legal communication, not a financial communication. Neither this nor any other communication from this firm is intended to be, or should be interpreted as, an invitation or inducement to any person to engage in any investment activity.

Greenberg Traurig, LLP is a limited liability partnership registered in England and Wales under number OC346053 and is regulated by the Solicitors Regulation Authority. The term shareholder is used to refer to a member of the LLP. A list of the members is open to inspection at the above address.

## 2. ASSUMPTIONS AND QUALIFICATIONS

- 2.1 For the purpose of giving this opinion, we have only examined and relied on those documents and searches and enquiries referred to in paragraphs 1.2 and 1.3 above. We have made no further enquiries concerning the Company or any other matter in connection with the giving of this opinion. We have made no enquiry, and express no opinion, as to any matter of fact. As to matters of fact which are material to this opinion, we have relied entirely and without further enquiry on statements made in the documents referred to above. We have not been responsible for investigating or verifying the accuracy of any facts or the reasonableness of any statement of opinion or intention contained in or relevant to any document.
- 2.2 The opinion set out in paragraph 3 is given on the basis of the examination and enquiries referred to above and are subject to the assumptions and the qualifications set out below. This opinion is strictly limited to the matters expressly stated in paragraph 3 and is not to be construed as extending by implication to any other matter. We express no opinion on any taxation matters and none is implied or may be inferred.
- 2.3 In giving this opinion we have assumed:
- 2.3.1 The genuineness of all signatures (including electronic signatures), seals and stamps.
- 2.3.2 That each of the individuals who signs as, or otherwise claims to be, an officer of the Company is the individual whom he or she claims to be and holds the office he or she claims to hold.
- 2.3.3 The authenticity and completeness of all documents submitted to us as originals.
- 2.3.4 All documents dated earlier than the date of this opinion which we have reviewed remain accurate, complete and in full force and effect at the date of this opinion and the conformity with the original documents of all documents submitted to us as drafts or copies and the authenticity and completeness of all such original documents.
- 2.3.5 That any documents examined by us which are governed by the laws of any jurisdiction other than England and Wales are legal, valid and binding under the laws by which they are (and are expressed to be) governed.
- 2.3.6 That each of the statements contained in the Officer's Certificate is true on the date of the Officer's Certificate, as at the date hereof.
- 2.3.7 All shareholder resolutions required to approve the adoption of the Plans and the number of ordinary shares which the directors of the Company may issue (and grant rights to subscribe for) pursuant to the Plans have been passed (the "**Shareholders' Resolutions**").
- 2.3.8 The board of directors of the Company have approved the adoption of, and the granting of awards under, the Plans and have approved or will approve the issue of the New Shares (the "**Authorising Resolutions**") and together with the Shareholders' Resolutions, the "**Corporate Approvals**") and that the Authorising Resolutions were duly passed or will be duly passed at properly convened meetings of directors of the Company. The correct procedure was or will be carried out at the board meetings, for example, there was a valid quorum and all relevant interests of directors were declared. The Authorising Resolutions have not been and will not be amended or rescinded and are and will be at the time of any issue of New Shares in full force and effect. The Shareholders' Resolutions were duly passed at properly convened meetings of the shareholders of the Company. The correct procedure was carried out at the shareholders' meetings, for example, there was a valid quorum of shareholders entitled to vote. The Shareholders' Resolutions have not been and will not be amended or rescinded and are and will be at the time of any issue of New Shares in full force and effect.

- 2.3.9 That the directors of the Company have exercised, or will exercise, their powers in accordance with their duties under all applicable laws and the Articles and in respect of the performance of the Registration Statement, the Plans, the issuance of the New Shares and any actions contemplated by, or authority under, the Corporate Approvals.
- 2.3.10 That no agreement, document or obligation to or by which the Company (or its assets) is a party or bound and no injunction or other court order against or affecting the Company would be breached or infringed by the matters contemplated by the performance of the actions to be carried out pursuant to, or any other aspect of the transactions contemplated by, the Registration Statement, the Plans, the issuance of the New Shares or the Corporate Approvals;
- 2.3.11 The information disclosed by the searches and enquiries referred to in paragraph 1.3 above is true, accurate and complete and up-to-date. There is no information which should have been disclosed by those searches and enquiries which has not been disclosed for any reason. However, those searches and enquiries cannot conclusively disclose whether or not an order, petition or resolution for winding-up, an interim or final administration order or a notice of appointment of a receiver, administrative receiver or administration has been made.
- 2.3.12 That the holders of awards granted under the terms of the Plans shall comply with all procedures set out in the Plans and/or any conditions attached to the exercise of such awards and the allotment of New Shares thereunder.
- 2.3.13 That, other than the filing of the return of the allotment of the New Shares to the Registrar of Companies in accordance with Section 555 of the Companies Act 2006 and the registration of the allottees thereof in the register of members of the Company, all consents, approvals, authorisations, notices, filings, recordations, publications and registrations, and the payment of any stamp duties or documentary taxes, that are necessary under any applicable laws or regulations in order to permit the performance of the actions to be carried out pursuant to the Registration Statement, the Plans, the issuance of the New Shares and the Corporate Approvals have been or will be duly made or obtained and are, or will be, in full force and effect.
- 2.3.14 That there are no provisions of the laws of any jurisdiction outside England and Wales that would have any implication for the opinions we express and that, insofar as the laws of any jurisdiction outside England and Wales may be relevant to this opinion letter, such laws have been and will be complied with.
- 2.3.15 That on each date on which any New Shares are allotted and issued the Company will have complied with the Articles and all applicable laws relevant to the allotment and issue of those New Shares and that on each such issue date the documents, and the results of the searches referred to above would not be rendered untrue, inaccurate, incomplete or out of date by reference to any subsequent facts, matters, circumstances of events.
- 2.3.16 That there is no fact, matter (such as bad faith, coercion, duress, undue influence or a mistake or misrepresentation before or at the time any document was entered into or a subsequent breach, release, waiver or variation of any right or provision) or additional document between some or all of the parties which would or might affect this opinion and which was not revealed to us by the documents examined or the searches and enquiries made by us in connection with the giving of this opinion.

- 2.3.17 The Company was able to pay its debts when due (within the meaning of the Insolvency Act 1986 (as amended)) at the time of entering into the Plans and did not become unable to pay its debts when due as a result of entering into the Plans and will be able to pay its debts when due at the time of issuance of any New Shares. The Company (i) is otherwise solvent as a matter of applicable law; (ii) no proceedings have been commenced or steps taken for the winding up of the Company or for the appointment of a receiver, trustee, manager, administrator or similar officer in respect of all or any assets of the Company or (iii) has not taken and no other person has taken analogous procedures or steps in any other jurisdiction.
- 2.3.18 All applicable provisions of the Financial Services and Markets Act 2000 (as amended) (the “FSMA”) and all applicable regulations made under it including the rules, requirements, directions and guidance issued by the Financial Conduct Authority and/or the Prudential Regulation Authority have and will be complied with in respect of the issue of the New Shares.
- 2.3.19 No person has communicated or caused to be communicated, and no person will communicate or cause to be communicated, an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue, offer or sale of any New Shares other than in circumstances in which one of the exemptions set out in the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 applies.
- 2.3.20 That, at the time of the issuance of the New Shares: (i) the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective and will remain effective; (ii) no stop order of the SEC preventing or suspending the use of the prospectus described in the Registration Statement will have been issued; (iii) the prospectus described in the Registration Statement and any required prospectus supplement will have been delivered to the recipient of the New Shares as required in accordance with applicable law; (iv) the Corporate Approvals will not have been modified or rescinded; (v) the Company will receive consideration for the issuance of the New Shares required by the Plans and that is at least equal to the par value of the Company’s ordinary shares; (vi) all requirements of the Companies Act, the Articles and the Company’s last registered certificate of incorporation on change of name will be complied with when the New Shares are issued; (vii) sufficient ordinary shares have been authorised for issuance under the Plans that have not otherwise been issued or reserved for issuance; and (viii) neither the issuance nor allotment of the New Shares will result in a violation of any agreement or instrument then binding upon the Company or any order of any court or governmental body having jurisdiction over the Company.
- 2.4 In relation to paragraph 1.3, it should be noted that this information may not be true, accurate, complete or up to date. In particular, but without limitation:
- 2.4.1 The searches and enquiries referred to in paragraph 1.3 are not capable of revealing conclusively whether or not:
- (i) a winding-up order has been made or a resolution passed for the winding up of a company;

- (ii) an administration order has been made; or
- (iii) an administrator, liquidator, receiver, administrative receiver or moratorium monitor has been appointed,

as notice of these matters may not be filed with Companies House or the Insolvency and Companies List immediately and, when filed, may not be entered on the public record of the relevant company immediately. In addition, that search is not capable of revealing whether or not a winding-up petition or an application for an administration order has been presented.

2.4.2 The searches and enquiries referred to in paragraph 1.3 relate only to a compulsory winding up and is not conclusively capable of revealing whether or not a winding-up petition in respect of a compulsory winding up has been presented, since details of the petition may not have been entered on the records of Companies House or the Insolvency and Companies List immediately or, in the case of a petition presented to the County Court, may not have been notified to the Insolvency and Companies List and entered on such records at all.

### **3. OPINION**

On the basis of the examination and enquiries referred to in paragraph 1, the assumptions and qualifications in paragraph 2 and subject to the formalities referred to above, the New Shares will, when the names of the holders of such New Shares are entered into the register of members of the Company and the Company has received the aggregate issue price in respect of any such New Shares in accordance issuance of the New Shares pursuant to the Plans, be validly issued and fully paid and no further amount may be called thereon.

### **4. LAW AND RELIANCE**

4.1 This opinion shall be governed by, and construed in accordance with, English law and relates only to English law as applied by the English courts as at today's date. This opinion is given as at today's date. We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in English law.

4.2 We express no opinion as to, and we have not investigated for the purposes of this opinion, the laws of any jurisdiction other than England. Furthermore, we express no opinion as to whether a foreign court (applying its own conflict rules) will act in accordance with the parties' agreement as to jurisdiction and/or choice of law.

4.3 This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act.

We hereby consent to your filing of this opinion as an exhibit to the Registration Statement. In giving such 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.

Yours faithfully

/s/ Greenberg Traurig, LLP  
**Greenberg Traurig, LLP**

**Greenberg Traurig, LLP**

[www.gtlaw.com](http://www.gtlaw.com)

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Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated April 15, 2025, relating to the consolidated financial statements of Akari Therapeutics, Plc (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2024. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, P.C.  
New York, New York

July 29, 2025

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 5, 2024 with respect to the financial statements of Peak Bio, Inc. for the years ended December 31, 2023 and 2022 included in the Annual Report on Form 10-K.

/s/ Marcum LLP

New York, NY  
July 29, 2025

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Akari Therapeutics, Plc  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title(1)	Fee Calculation Rule	Amount Registered(2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value \$0.0001 per share, reserved for issuance under the 2023 Equity Incentive Plan (3)	Rule 457(c) and Rule 457(h)	16,126,000,000	\$ 0.000555	\$ 8,949,930	0.0001531	\$ 1,370.23
Equity	Ordinary Shares, par value \$0.0001 per share, reserved for issuance pursuant to options outstanding under the 2023 Equity Incentive Plan (4)	Rule 457(h)	2,700,000,000	\$ 0.00075	\$ 2,025,000	0.0001531	\$ 310.03
Equity	Ordinary Shares, par value \$0.0001 per share, reserved for issuance pursuant to options outstanding under the Peak Bio, Inc. 2022 Long-Term Incentive Plan (5)	Rule 457(c) and Rule 457(h)	1,922,625,000	\$ 0.001535	\$ 2,951,229.38	0.0001531	\$ 451.83
Total Offering Amounts					\$ 13,926,159.38		\$ 2,132.09
Total Fee Offsets							-
Net Fee Due							\$ 2,132.09

(1) The ordinary shares may be in the form of American Depositary Shares (“ADSs”), each of which will represent two thousand (2,000) ordinary shares of the registrant. Such ADSs issuable on deposit of the ordinary shares registered hereby have been registered under three separate registration statements on Form F-6 (File Nos.: 333-185197, File No. 333-234213 and File No: 333-262049).

(2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers such indeterminate number of ordinary shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions pursuant to the terms of the Akari Therapeutics, Plc 2023 Equity Incentive Plan (the “Plan”).

(3) Represents ordinary shares reserved for issuance under the Plan and the corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on the average of the high and low prices for the Company’s ADSs as quoted on the Nasdaq Capital Market on July 25, 2025, adjusted for ADS to Ordinary Share ratio.

(4) Represents ordinary shares reserved for issuance pursuant to options outstanding under the Plan and the corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) under the Securities Act based on \$1.50, the weighted average exercise price per ADS (rounded to the nearest cent) of the outstanding options awards under the Plan as of the date of this Registration Statement, adjusted for ADS to Ordinary Share ratio.

(5) Represents ordinary shares reserved for issuance pursuant to options outstanding under the Peak Bio, Inc. 2022 Long-Term Incentive Plan (the “Peak Bio Plan”) and the corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) under the Securities Act based on \$3.07, the weighted average exercise price per ADS (rounded to the nearest cent) of the outstanding options awards under the Peak Bio Plan as of the date of this Registration Statement, adjusted for ADS to Ordinary Share ratio.