

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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
(IRS. Employer
Identification No.)

75/76 Wimpole Street
London W1G 9RT
United Kingdom
Telephone +44 20 8004 0270
(Address and telephone number of registrant's principal executive offices)

Akari Therapeutics, Plc 2014 Amended and Restated Equity Incentive Plan
(Full title of the plan)

Puglisi & Associates
850 Library Ave Suite 204
Newark, Delaware, 19711
Tel: 302-738-6680
(Name, address and telephone number of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Todd Finger, Esq.
Gary Emmanuel, Esq.
McDermott Will & Emery LLP
340 Madison Avenue
New York, NY 10173
Tel: (212) 547-5400

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 Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽²⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary shares, £0.01 par value each (1)	41,940,787	\$ 0.03095	\$ 1,298,067.36	\$ 157.33

- (1) Ordinary shares may be in the form of American Depositary Shares. American Depositary Shares issuable on deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-185197). Each American Depositary Share represents the right to receive one hundred ordinary shares.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional securities that become issuable under the 2014 Amended and Restated Equity Incentive Plan of Akari Therapeutics, Plc (the “Company”) by reason of any share dividend, share split, recapitalization or other similar transaction.
- (3) The proposed maximum offering price per share is calculated based on the number of ordinary shares which may be issued under the Company’s 2014 Amended and Restated Equity Incentive Plan in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of \$3.095 per share, the average of the high and low sales price of an ADS as reported on the Nasdaq Capital Market on April 18, 2019, divided by 100 (to give effect to the 1:100 ratio of ADSs to ordinary shares).

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 (this “Registration Statement”) is to register 41,940,787 additional ordinary shares of Akari Therapeutics, Plc (the “Company”) reserved for issuance under the Company’s 2014 Amended and Restated Equity Incentive Plan (the “2014 Plan”). The ordinary shares registered hereunder are in addition to 135,277,420 ordinary shares previously registered on the Company’s Form S-8 filed on October 16, 2015 (File No. 333-207444) and the 5,865,000 ordinary shares previously registered on the Company’s Form S-8 filed on August 13, 2014 (File No. 333-198109) (the “Prior Registration Statements”).

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the Prior Registration Statements, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. Plan Information.***
Item 2. Registrant Information and Employee Plan Annual Information.*

*The documents containing the information required in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”), in accordance with the rules and regulations of the United States Securities and Exchange Commission (the “Commission”). Such documents are not required to be and are not 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. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 3. Incorporation of Documents by Reference**

The Company hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- the Company’s Annual Report on Form 20-F for the year ended December 31, 2018, filed with the Commission on April 23, 2019;
- the Company’s Form 6-Ks furnished with the Commission on March 13, 2019, March 29, 2019 and April 23, 2019 (two filings) (in each case, to the extent expressly incorporated by reference into the Company’s effective registration statements filed by us under the Securities Act); and
- the description of the ADSs and ordinary shares contained in the Company’s Form 8-A filed with the Commission on January 30, 2014 including any amendment or report filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, and all reports on Form 6-K subsequently filed by the Company which state that they are incorporated by reference herein, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

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 subsequently filed document which also is or is deemed to be incorporated by reference, 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 registration statement.

Item 8. Exhibits.

Reference is made to the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

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 this registration statement or any material change to such information in this registration statement;

provided, however, that subparagraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in the periodic 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 this 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.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A. of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements.

(b) The undersigned registrant hereby further undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Company'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 this 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 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 of 1933 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 of 1933 and will be governed by the final adjudication of such issue.

Exhibits Index

Exhibit No.	Exhibit Description
<u>3.1</u>	<u>Articles of Association of Akari Therapeutics, Plc (incorporated by reference to the exhibit previously filed with the Registrant's Form 6-K filed on July 18, 2017)</u>
<u>4.1</u>	<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>
<u>4.2</u>	<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>
<u>4.3</u>	<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>
<u>4.4</u>	<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>
<u>5.1*</u>	<u>Opinion of McDermott Will & Emery UK LLP, counsel to Registrant</u>
<u>23.1*</u>	<u>Consent of BDO USA, LLP</u>
<u>23.2*</u>	<u>Consent of McDermott Will & Emery UK LLP (included in Exhibit 5.1)</u>
<u>24.1</u>	<u>Power of Attorney (included on signature page)</u>
<u>99.1*</u>	<u>Amended and Restated 2014 Equity Incentive Plan (incorporated by reference to the exhibit previously filed with the Registrant's Definitive Proxy Statement on Schedule 14A filed on August 3, 2015)</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 London, England on this 23rd day of April, 2019.

AKARI THERAPEUTICS, PLC

By: /s/ Clive Richardson

Name: Clive Richardson

Title: Interim Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of the Company, hereby severally constitute and appoint Clive Richardson and Dov Elefant, and each of them individually, our true and lawful attorney to sign for us and in our names in the capacities indicated below any and all amendments or supplements, including any post-effective amendments, to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney 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 he might or could do in person, hereby ratifying and confirming our signatures to said amendments to this Registration Statement signed by our said attorney and all else that said attorney may lawfully do and cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on April 23, 2019.

<u>Name</u>	<u>Title</u>
<u>/s/ Clive Richardson</u> Clive Richardson	Interim Chief Executive Officer and Director (principal executive officer)
<u>/s/ Dov Elefant</u> Dov Elefant	Chief Financial Officer (principal financial officer and principal accounting officer)
<u>/s/ Dr. Ray Prudo</u> Dr. Ray Prudo	Executive Chairman
<u>/s/ James Hill</u> James Hill	Director
<u>/s/ Stuart Ungar</u> Stuart Ungar	Director
<u>/s/ David Byrne</u> David Byrne	Director
<u>/s/ Donald Williams</u> Donald Williams	Director
<u>/s/ Michael Grissinger</u> Michael Grissinger	Director
<u>/s/ Dr. Peter Feldschreiber</u> Dr. Peter Feldschreiber	Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Akari Therapeutics, Plc has signed this Registration Statement on this 23rd day of April, 2019.

Puglisi & Associates

Authorized U.S. Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Authorized Representative

Boston Brussels Chicago Düsseldorf Houston London Los Angeles Miami Milan
Munich New York Orange County Paris Rome Silicon Valley Washington, D.C.

Strategic alliance with MWE China Law Offices (Shanghai)

Akari Therapeutics, PLC
Elder House
St Georges Business Park
207 Brooklands Road
Weybridge
Surrey
United Kingdom KT13 0TS

23 April 2019

Dear Sirs

Akari Therapeutics, PLC – Registration Statement on Form S-8 Exhibit 5.1

1. Background

- 1.1 We have acted for Akari Therapeutics, PLC, a public limited company incorporated under the laws of England and Wales (the “**Company**”), as its legal advisers in England in connection with the registration statement on Form S-8 (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**SEC**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) relating to the issue of up to an additional 41,940,787 ordinary shares of £0.01 each in the capital of the Company (the “**New Shares**”) to be issued pursuant to the Akari Therapeutics, PLC Equity Incentive Plan 2014 (as amended and restated) (the “**Plan**”).
- 1.2 In rendering 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 (i) the Registration Statement; (ii) the Plan; (iii) a certificate of an officer of the Company addressed to us in connection with this opinion and dated on or about the date of this opinion (“**Secretary’s Certificate**”), the certificate of incorporation (and change of names) and the current articles of association of the Company as attached to the Secretary’s Certificate (the “**Articles**”); (ii) the authorisations of the shareholders attached to the Secretary’s Certificate (“**Shareholder Resolutions**”) and the resolutions of the board of directors (and any committees hereof) attached to the Secretary’s Certificate (the “**Authorising Resolutions**”) and together with the Shareholder Resolutions being the “**Corporate Approvals**”).
- 1.3 On 23 April 2019 at 12:25pm (BST) we carried out a search on Companies House Direct, an on-line service provided by Companies House (the “**Company Search**”), and on 23 April 2019 at 12:54pm (BST) we made a telephone query search of the Central Registry of Winding-Up Petitions at the Companies Court with respect to the Company (the “**Winding Up Enquiry**”) and together with the Company Search being the “**Searches**”).
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1.4 Those documents and searches set out in paragraphs 1.3 and 1.4 are the only documents or records we have examined and the only searches and enquiries we have carried out for the purposes of this opinion. We have made no further enquiries concerning the Company or any other matter in connection with the giving of this opinion.

2. Assumptions

2.1 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 This opinion applies as at the date of this letter. We expressly disclaim any obligation to update this opinion for changes in law or events occurring after that date.

2.3 In giving this opinion we have assumed:

2.3.1 the genuineness of all 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 the conformity with the original documents of all documents reviewed by us as drafts, specimens, pro formas or copies and the authenticity and completeness of all such original documents;

2.3.5 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 Secretary's Certificate is true and correct as at the date hereof;

2.3.7 that the Authorising Resolutions were duly passed either (A) at a meeting of the directors duly convened and held and throughout which a valid quorum of directors entitled to vote on the resolutions were present, the minutes of which are a true record of the proceedings of the relevant meeting, or (B) by a resolution in writing agreed to in accordance with the Articles by all the Directors for the time being entitled to receive notice of a meeting of the Company's board, such Directors being sufficient to constitute a quorum at such a meeting in respect of the relevant matters; and that each of the Authorising Resolutions has not been and will not be amended or rescinded and remains in full force and effect;

2.3.8 that the Shareholders' Resolutions were duly passed at a meeting of the shareholders duly convened and held and throughout which a valid quorum of shareholders entitled to vote on the resolutions were present, and are a true record of the proceedings of the relevant meeting and that each resolution recorded in those documents has not been and will not be amended or rescinded and remains in full force and effect;

- 2.3.9 the directors of the Company have exercised, or will exercise their powers in accordance with their duties under all applicable laws and the Articles in respect of the performance of the Registration Statement, the Plan and any actions contemplated by the Corporate Authorisations;
- 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 Corporate Approvals;
- 2.3.11 that the information disclosed by the Searches is true, accurate, complete and up-to-date and that there is no information which, for any reason, should have been disclosed by those Searches but was not so disclosed;
- 2.3.12 that the holders of awards granted under the terms of the Plan shall comply with all procedures set out in the Plan and/or conditions attached to the award;
- 2.3.13 that other than the filing of the return of the allotment to the Registrar of Companies in accordance with Section 555 of the Companies Act 2006 and the registration of the allottee(s) in the Register of Members of the Company (the “**Formalities**”), 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 Plan 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 (each an “**Allotment Date**”) the Company will have complied with its Articles and all applicable laws relevant to the allotment and issue of those New Shares;
- 2.3.16 that as at each Allotment Date the documents examined, and the results of the searches and enquiries made, as set out in paragraph 1 would not be rendered untrue, inaccurate, incomplete or out-of-date by reference to subsequent facts, matters, circumstances or events;

- 2.3.17 that no offer for the New Shares has been made, or shall be made, in England other than in circumstances set out in section 86 of the Financial Services and Markets Act 2000; and
- 2.3.18 that there will be no fact or matter (such as bad faith, coercion, duress, undue influence or a mistake or misrepresentation before or at the time any agreement or instrument is entered into, a subsequent breach, release, waiver or variation of any right or provision, an entitlement to rectification or circumstances giving rise to an estoppel) which might affect the allotment and issue of any New Shares and no additional document between any relevant 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.
- 2.4 In relation to paragraph 2.3.11, 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 there may be matters which should have been registered but which have not been registered or there may be a delay between the registration of those matters and the relevant entries appearing on the register of the relevant party;
- 2.4.2 there is no requirement to register with the Registrar of Companies notice of a petition for the winding-up of, or application for an administration order in respect of, a company. Such a notice or notice of a winding-up or administration order having been made, a resolution having been passed for the winding-up of a company or a receiver, manager, administrative receiver, administrator or liquidator having been appointed may not be filed with the Registrar of Companies immediately and there may be a delay in any notice appearing on the register of the relevant party;
- 2.4.3 the results of the Winding Up Enquiry relate only to petitions for the compulsory winding up of, or applications for an administration order in respect of, the Company presented prior to the enquiry and entered on the records of the Central Index of Winding Up Petitions. The presentation of such a petition, or the making of such an application, may not have been notified to the Central Index or entered on its records immediately or, if presented to a County Court or Chancery District Registry, at all; and
- 2.4.4 in each case, further information might have become available on the relevant register after the Searches were made.

3. Opinion

- 3.1 On the basis of the examination and enquiries referred to in paragraph 1 (*Background*) and the assumptions made in paragraph 2 (*Assumptions*), we are of the opinion that 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 subject to the receipt by the Company of the aggregate issue price in respect of all the New Shares in accordance with the Plan (and such awards given thereunder) and completion of the Formalities, be validly issued, fully paid and no further amount may be called thereon.

3.2 This opinion is strictly limited to the matters expressly stated in this paragraph 3 and is not to be construed as extending by implication to any other matter.

4. Law

4.1 This opinion and any non-contractual obligations arising out of or in connection with this opinion shall be governed by, and construed in accordance with, English law.

4.2 This opinion relates only to English law as applied by the English courts as at today's date, including the laws of the European Union to the extent having the force of law in England.

4.3 We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in English law or factual matters.

4.4 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. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement, the Plan, the Company, any document or any other matter contemplated by any document would or might affect this opinion.

We hereby consent to the 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 rules and regulations of the SEC issued thereunder.

Yours faithfully

/s/ McDermott Will & Emery UK LLP

McDermott Will & Emery UK LLP

Consent of Independent Registered Public Accounting Firm

Akari Therapeutics, Plc.
London, United Kingdom

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated April 23, 2019, relating to the consolidated financial statements of Akari Therapeutics, Plc., appearing in the Company's Annual Report on Form 20-F for the year ended December 31, 2018.

/s/ BDO USA, LLP
New York, New York

April 23, 2019
