
**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
(I.R.S. Employer Identification No.)

**75/76 Wimpole Street
London W1G 9RT
United Kingdom
Telephone +44 20 8004 0270**
(Address of principal executive offices)

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

**Celsus Therapeutics, Inc.
1460 Broadway, Floor 16
New York, NY 10036
(929) 274-7510**
(Name, Address, including zip code, and telephone number, including area code, of agent for service)

Copies of all correspondence to:

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

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

EXPLANATORY NOTE

Akari Therapeutics, Plc (the “Company”, “we” or “us”) previously filed a registration statement on Form S-8 (SEC File No. 333-198109) with the Securities and Exchange Commission (the “SEC”) in August 2014 in connection with the registration of an aggregate of 5,865,000 of the Company’s ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”) (equivalent to 58,650 American Depositary Shares (“ADSs”), based on each ADS representing 100 Ordinary Shares), to be issued under the Company’s 2014 Amended and Restated Equity Incentive Plan (the “Plan”). In October 2015, the Company filed another registration statement on Form S-8 (SEC File No. 333-207444) in connection with the registration of an additional 135,277,420 Ordinary Shares (equivalent to 1,352,774 ADSs, based on each ADS representing 100 Ordinary Shares) to be issued under the Plan. In April 2019, the Company filed another registration statement on Form S-8 (SEC File No. 333-230998) in connection with the registration of an additional 41,940,787 Ordinary Shares (equivalent to 419,407 ADSs, based on each ADS representing 100 Ordinary Shares) to be issued under the Plan. These previously-filed registration statements are referred to collectively herein as the “Prior Registration Statements.”

In accordance with General Instruction E to Form S-8, the Company is filing this registration statement on Form S-8 solely to register an additional 706,916,793 Ordinary Shares (equivalent to 7,069,168 ADSs, with each ADS representing 100 Ordinary Shares) which may be issued under the Plan over and above the number of Ordinary Shares issuable pursuant to the Plan that were registered under the Prior Registration Statements. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference in their entirety, with the exception of Items 3 and 8 of Part II of such Prior Registration Statements, each of which is amended and restated in its entirety herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows the Company to incorporate by reference our publicly filed reports into this prospectus, which means that information included in those reports is considered part of this prospectus. Information that we file with the SEC after the date of this prospectus will automatically update and supersede the information contained in this prospectus. We incorporate by reference the following documents filed with the 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:

- [our Annual Report on Form 20-F filed with the SEC on May 1, 2023](#);
- our Reports of Foreign Issuer on Form 6-K filed on [February 13, 2023](#), [February 15, 2023](#) (filed 8:05 am ET), [February 15, 2023](#) (4:30 pm ET), [February 21, 2023](#), [March 28, 2023](#), [March 29, 2023](#), [March 31, 2023](#), [April 25, 2023](#), [May 1, 2023](#) and [May 22, 2023](#) (in each case, to the extent expressly incorporated by reference into our effective registration statements filed by us under the Securities Act); and
- the description of our Ordinary Shares contained in [Exhibit 2.2](#) to our Annual Report on Form 20-F for the year ended December 31, 2019, filed with the SEC on March 31, 2020, and any amendment or report filed for the purpose of further updating that description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act 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.

We will furnish without charge to you, on written or oral request, a copy of any or all of the above documents, other than exhibits to such documents which are not specifically incorporated by reference therein. You should direct any requests for documents to:

Akari Therapeutics, Plc
75/76 Wimpole Street
London W1G 9RT
United Kingdom
Attention: Chief Executive Officer
Tel.: +44 20 8004 0270
e-mail: rachel.jacques@akaritx.com

Item 8. Exhibits.

Exhibit Number	Exhibit Description
4.1	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)
4.2	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)
4.3	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)
4.4	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)
4.5	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)
5.1	Opinion of Greenberg Traurig, LLP (U.K.), as to the legality of the securities being registered
23.1	Consent of Greenberg Traurig, LLP (U.K.) (included in Exhibit 5.1)
23.2	Consent of BDO USA, LLP, independent registered public accounting firm for the Registrant
24.1	Power of Attorney (included on signature page)
107	Filing Fee Table

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 London, England, on May 31, 2023.

AKARI THERAPEUTICS, PLC

By: /s/ Rachelle Jacques

Rachelle Jacques

President and Chief Executive Officer

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 Rachelle Jacques 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 attorney-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:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rachelle Jacques</u> Rachelle Jacques	President, Chief Executive Officer and Director (principal executive officer)	May 31, 2023
<u>/s/ Dr. Torsten Hombeck</u> Dr. Torsten Hombeck	Chief Financial Officer (principal financial officer and principal accounting officer)	May 31, 2023
<u>/s/ Dr. Ray Prudo</u> Dr. Ray Prudo.	Executive Chairman	May 31, 2023
<u>/s/ Dr. James Hill</u> Dr. James Hill	Director	May 31, 2023
<u>/s/ Dr. Stuart Ungar</u> Dr. Stuart Ungar	Director	May 31, 2023
<u>/s/ David Byrne</u> David Byrne	Director	May 31, 2023
<u>/s/ Donald Williams</u> Donald Williams	Director	May 31, 2023
<u>/s/ Michael Grissinger</u> Michael Grissinger	Director	May 31, 2023

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 May 31, 2023.

Celsus Therapeutics, Inc.

By: /s/Rachelle Jacques

Name: Rachelle Jacques

Title: Authorized Representative

Akari Therapeutics, PlcHighdown House
Yeoman Way
Worthing
West Sussex
BN99 3HH

31 May 2023

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 31 May 2023 and which became immediately effective upon filing relating to the issue of up to an additional 706,916,793 ordinary shares of par value \$0.0001 per share in the capital of the Company (the "**New Shares**"), that may be issued pursuant to the Company's 2014 Equity Incentive Plan (as amended and restated, the "**Plan**").
- 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: (i) the Registration Statement; (ii) a copy of the Plan; (iii) a certificate addressed to us in connection with this opinion dated 31 May 2023 and signed by an officer of the Company (the "**Officer's Certificate**") and the documents attached to it; (iv) 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; and (v) copies, attached to the Officer's Certificate, of resolutions dated 19 June 2014, 16 September 2015 and 30 June 2021 as filed at Companies House, and copies of the minutes of shareholders' meetings of the Company held on 30 June 2020, 30 June 2021 and 30 June 2022 approving, amongst other things, the Plan and the increase in the number of ordinary shares which the directors of the Company may issue (and grant rights to subscribe for) pursuant to the Plan (the "**Shareholders' Resolutions**").
- 1.3 At approximately 10.21 a.m. London time on 31 May 2023, 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 10.21 a.m. London time on 31 May 2023, 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 10.21 a.m. London time on 31 May 2023, 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.

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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 The board of directors of the Company have approved the adoption of, and the granting of awards under, the Plan 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.
 - 2.3.8 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 Plan, 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 Plan, 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 Plan shall comply with all procedures set out in the Plan 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 Plan, 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 is able to pay its debts when due (within the meaning of the Insolvency Act 1986 (as amended)) at the time of issuing the New Shares and will not become unable to pay its debts when due as a result of entering into the Transaction, or 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 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 Plan 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 Plan 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 with the Plan, 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

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Consent of Independent Registered Public Accounting Firm

Akari Therapeutics, Plc.
London, United Kingdom

We hereby consent to the incorporation by reference in this Registration Statement of our report dated April 28, 2023, 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, 2022. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

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

May 31, 2023

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 (3)	Rule 457(c)	342,963,493	\$ 0.01	\$ 3,429,634.93	0.00011020	\$ 377.95
Equity	Ordinary Shares, par value \$0.0001 per share (4)	Rule 457(c) and Rule 457(h)	363,953,300	\$ 0.18	\$ 65,511,594.00	0.00011020	\$ 7,219.38
Total Offering Amounts					\$ 68,941,228.93		\$ 7,597.33
Total Fee Offsets							-
Net Fee Due							\$ 7,597.33

(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 100 ordinary shares.

(2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, 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 2014 Amended and Restated Equity Incentive Plan (the "Plan").

(3) Represents ordinary shares issuable upon exercise of outstanding options granted under the Plan and the corresponding proposed maximum offering price per share represents the weighted average exercise price of these outstanding options, expressed in U.S. dollars on May 24, 2023.

(4) Represents ordinary shares issuable upon vesting or exercise of awards granted under the Plan as well as future award grants 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 May 26, 2023, adjusted for ADS to Ordinary Share ratio.