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

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

ACRIVON THERAPEUTICS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-5125532
(I.R.S. Employer
Identification No.)

**480 Arsenal Way, Suite 100
Watertown, Massachusetts 02472**
(Address of principal executive offices) (Zip code)

**2022 Equity Incentive Plan
2022 Employee Stock Purchase Plan**
(Full title of the plans)

Peter Blume-Jensen, M.D., Ph.D.
Chief Executive Officer
Acrivon Therapeutics, Inc.
480 Arsenal Way, Suite 100
Watertown, Massachusetts 02472
(Name and address of agent for service)

(617) 207-8979
(Telephone number, including area code, of agent for service)

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Acrivon Therapeutics, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering (a) 1,096,020 shares of the Registrant’s Common Stock, par value \$0.001 per share (the “Common Stock”) issuable to eligible persons under the Acrivon Therapeutics, Inc. 2022 Equity Incentive Plan (the “2022 Plan”), which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s [Form S-8](#) filed on November 17, 2022 (File No. 333-268426) and (b) 219,204 shares of Common Stock issuable to eligible persons under the Acrivon Therapeutics, Inc. 2022 Employee Stock Purchase Plan (the “2022 ESPP”), which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s [Form S-8](#) filed on November 17, 2022 (File No. 333-268426) (collectively, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2022 Plan and the 2022 ESPP, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year December 31, 2022, filed with the Commission on March 28, 2023;
- (b) The Registrant’s Current Report on [Form 8-K](#), filed with the Commission on March 3, 2023; and
- (c) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#), filed with the Commission on November 7, 2022 (File No. 001-41551) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded 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 such 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

Exhibit Number	Description
4.1	<u>Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-41551) filed with the Securities and Exchange Commission on November 17, 2022).</u>
4.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-41551) filed with the Securities and Exchange Commission on November 17, 2022).</u>
4.3	<u>2022 Equity Incentive Plan and Forms of Stock Option Grant Notice, Stock Option Agreement, Notice of Exercise, Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1/A (File No. 333-267911), filed with the Securities and Exchange Commission on November 3, 2022).</u>
4.4	<u>2022 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1/A (File No. 333-267911), filed with the Securities and Exchange Commission on November 3, 2022).</u>
5.1*	<u>Opinion of Sidley Austin LLP.</u>
23.1*	<u>Consent of Sidley Austin LLP (included in Exhibit 5.1).</u>
23.2*	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
24.1*	<u>Power of Attorney (included on the signature page of this Form S-8).</u>
107*	<u>Calculation of Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts, on this 29th day of March, 2023.

Acrivon Therapeutics, Inc.

By: /s/ Peter Blume-Jensen
Peter Blume-Jensen, M.D., Ph.D.
Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Peter Blume-Jensen and Rasmus Holm-Jorgensen, and each of them, as his or her true and lawful agents, proxies and attorneys-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement together with all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this Registration Statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter Blume-Jensen</u> Peter Blume-Jensen, M.D., Ph.D.	Chief Executive Officer, President and Chairman of the Board <i>(Principal Executive Officer)</i>	March 29, 2023
<u>/s/ Rasmus Holm-Jorgensen</u> Rasmus Holm-Jorgensen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 29, 2023
<u>/s/ Derek DiRocco</u> Derek DiRocco, Ph.D.	Director	March 29, 2023
<u>/s/ Kristina Masson</u> Kristina Masson, Ph.D.	Executive Vice President, Business Operations, Director	March 29, 2023
<u>/s/ Sharon Shacham</u> Sharon Shacham, Ph.D., M.B.A.	Director	March 29, 2023
<u>/s/ Michael Tomsicek</u> Michael Tomsicek, M.B.A.	Director	March 29, 2023

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AMERICA • ASIA PACIFIC • EUROPE

March 28, 2023

Acrivon Therapeutics, Inc.
480 Arsenal Way, Suite 100
Watertown, Massachusetts 02472Re: 1,315,224 Shares of Common Stock, \$0.001 par value per share ("Common Stock")

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Acrivon Therapeutics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 1,096,020 shares of Common Stock which may be issued under the Acrivon Therapeutics, Inc. 2022 Equity Incentive Plan (the "2022 Plan") and (ii) 219,204 shares of Common Stock which may be issued under the Acrivon Therapeutics, Inc. 2022 Employee Stock Purchase Plan (collectively with the 2022 Plan, the "Plans" and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, the Plans, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plans and the proposals approved by the stockholders of the Company related to the Plans. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships.

SIDLEY

Acrivon Therapeutics, Inc.

March 28, 2023

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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Acrivon Therapeutics, Inc. of our report dated March 28, 2023 relating to the financial statements, which appears in Acrivon Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
March 29, 2023

Calculation of Filing Fee Tables
Registration Statement on Form S-8
Acrivon Therapeutics, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity (2)	Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	1,096,020	\$12.96 (3)	\$14,204,419.20	\$.00011020	\$1,565.33
Equity (4)	Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	219,204	\$11.01 (5)	\$2,413,436.04	\$.00011020	\$265.96
Total Offering Amounts					\$16,617,855.24		\$1,831.29
Total Fee Offsets							—
Net Fee Due							\$1,831.29

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock, par value \$0.001 (the “Common Stock”), that become issuable under the Registrant’s 2022 Equity Incentive Plan (the “2022 Plan”) and 2022 Employee Stock Purchase Plan (the “2022 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2022 Plan, on January 1, 2023 pursuant to an “evergreen” provision contained in the 2022 Plan. The number of shares reserved under the 2022 Plan will automatically increase on the first day of each fiscal year, starting on January 1, 2023 and continuing through January 1, 2032, in an amount equal to 5.0% of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year; provided, however, that the Registrant’s board of directors (the “Board”) may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$12.96, which is the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on March 24, 2023.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2022 ESPP, on January 1, 2023 pursuant to an “evergreen” provision contained in the 2022 ESPP. The number of shares reserved under the 2022 ESPP will automatically increase on the first day of each fiscal year, starting on January 1, 2023 and continuing through January 1, 2032, in an amount equal to 1.0% of the total number of shares of the Registrant’s common stock outstanding on December 31st of the preceding calendar year; provided, however, that the Board may act prior to January 1st of a given year to provide that there will be no increase for such year or that the increase for such year will be a lesser number of shares.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$12.96, which is the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on March 24, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2022 ESPP.