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

**FORM S-1
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)

2834
(Primary Standard Industrial
Classification Code Number)

82-5125532
(I.R.S. Employer
Identification Number)

**480 Arsenal Way, Suite 100
Watertown, Massachusetts 02472
(617) 207-8979**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Peter Blume-Jensen, M.D., Ph.D.
Chief Executive Officer and President
Acrivon Therapeutics, Inc.
480 Arsenal Way, Suite 100
Watertown, Massachusetts 02472
(617) 207-8979**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Ryan Sansom
Mark Ballantyne
Divakar Gupta
Katherine Denby
Cooley LLP
55 Hudson Yards
New York, New York 10001
(212) 479-6000**

**Edwin O'Connor
William A. Magioncalda
Goodwin Procter LLP
620 Eighth Avenue
New York, New York 10018
(212) 813-8800**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-267911)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of common stock offered by Acrivon Therapeutics, Inc. (the “Registrant”) by 1,897,500 shares, 247,500 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-267911), including all exhibits thereto (the “**Earlier Registration Statement**”), filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act, which was declared effective by the Commission on November 9, 2022, are incorporated by reference into this Registration Statement. The additional shares of common stock that are being registered for issuance and sale pursuant to this Registration Statement are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 of the Earlier Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit No.	Exhibit Index
5.1	Opinion of Cooley LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1*	Power of Attorney.
107	Filing Fee Table.

* Previously filed on the signature page to the Registrant’s Registration Statement on Form S-1 (File No. 333-267911), originally filed with the Securities and Exchange Commission on October 17, 2022 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 November 14, 2022.

ACRIVON THERAPEUTICS, INC.

By: /s/ Peter Blume-Jensen

Name: Peter Blume-Jensen, M.D., Ph.D.

Title: Chief Executive Officer and President

POWER OF ATTORNEY

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

Signature	Title	Date
<u>/s/ Peter Blume-Jensen</u> Peter Blume-Jensen, M.D., Ph.D.	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)	November 14, 2022
<u>/s/ Rasmus Holm-Jorgensen</u> Rasmus Holm-Jorgensen	Chief Financial Officer (Principal Financial and Accounting Officer)	November 14, 2022
<u>*</u> Derek DiRocco, Ph.D.	Director	November 14, 2022
<u>*</u> Kristina Masson, Ph.D.	Executive Vice President, Business Operations, Director	November 14, 2022
<u>*</u> Sharon Shacham, Ph.D., M.B.A.	Director	November 14, 2022
<u>*</u> Michael Tomsicek, M.B.A.	Director	November 14, 2022

*By: /s/ Peter Blume-Jensen

Peter Blume-Jensen, M.D., Ph.D.

Attorney-in-fact



Ryan Sansom
T +1 617 937 2335
rsansom@cooley.com

November 14, 2022

Acrivon Therapeutics, Inc.
480 Arsenal Way, Suite 100
Watertown, Massachusetts 02472

Ladies and Gentlemen:

We have acted as counsel to Acrivon Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 1,897,500 shares of the Company's common stock, par value \$0.001 per share ("**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-267911), which was declared effective on November 9, 2022 (the "**Prior Registration Statement**"), including the prospectus that is part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, filed as Exhibits 3.3 and 3.4, to the Registration Statement, respectively, each of which is to be in effect following the closing of the offering contemplated by the Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of the certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where due authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 500 Boylston St Boston, MA 02116-3738
t: (617) 937-2300 f: (617) 937-2400 cooley.com



November 14, 2022

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We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Ryan Sansom

Ryan Sansom

Cooley LLP 500 Boylston St Boston, MA 02116-3738
t: (617) 937-2300 f: (617) 937-2400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated August 12, 2022, except for the effects of the reverse stock split discussed in Note 17 to the consolidated financial statements, as to which the date is November 3, 2022, relating to the financial statements, which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-267911) of Acrivon Therapeutics, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-267911) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
November 14, 2022

Calculation of Filing Fee Tables

Form S-1
(Form Type)Acrivon Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common stock, \$0.001 par value per share	457(a)	1,897,500	\$12.50	\$23,718,750	0.00011020	\$2,614
	Total Offering Amounts					\$23,718,750		\$2,614
	Total Fees Previously Paid							—
	Total Fee Offsets							—
	Net Fee Due							\$2,614 ⁽³⁾

- (1) Represents only the additional number of shares being registered and includes 247,500 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-267911), as amended (the "Earlier Registration Statement").
- (2) Based on the public offering price
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities on the Earlier Registration Statement having a proposed maximum aggregate offering price of \$122,130,000, which was declared effective by the Securities and Exchange Commission on November 9, 2022. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$23,718,750 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.