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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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**Aligos Therapeutics, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**82-4724808**  
(I.R.S. Employer  
Identification Number)

**One Corporate Dr., 2<sup>nd</sup> Floor**  
**South San Francisco, California**  
(Address of Principal Executive Offices)

**94080**  
(Zip Code)

**2024 Employment Inducement Award Plan**  
(Full Title of the Plan)

**Lawrence M. Blatt, Ph.D.**  
**President and Chief Executive Officer**  
**Aligos Therapeutics, Inc.**  
**One Corporate Dr., 2<sup>nd</sup> Floor**  
**South San Francisco, California 94080**  
**(800) 466-6059**

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

*Copies to:*

**Mark V. Roeder**  
**John C. Williams**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, California 94025**  
**(650) 328-4600**

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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

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.

**Proposed sale to take place as soon after the effective date of the  
registration statement as awards under the plans are exercised and/or vest.**

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Aligos Therapeutics, Inc., a Delaware corporation (the “Registrant”), with the U.S. Securities and Exchange Commission (the “Commission”) for the purpose of registering 600,000 shares of the Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”), that may be offered or issued under the Registrant’s 2024 Employment Inducement Award Plan (the “Inducement Plan”) adopted by the Registrant’s board of directors on September 4, 2024. The Inducement Plan provides for, among other things, the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance bonus awards, performance stock unit awards, dividend equivalent awards or other stock or cash based awards to eligible individuals.

### PART I

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

##### Item 1. Plan Information.

Not required to be filed with this Registration Statement.

##### Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents or designated portions thereof filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the Commission on March 12, 2024;
- (2) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024, June 30, 2024 and September 30, 2024, filed with the Commission on [May 7, 2024](#), [August 6, 2024](#) and [November 6, 2024](#), respectively;
- (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 25, 2024](#), [February 28, 2024](#), [May 15, 2024](#), [May 22, 2024](#), [May 31, 2024](#), [June 28, 2024](#), [August 8, 2024](#), [August 19, 2024](#) and [September 5, 2024](#); and
- (4) The description of the Registrant’s Common Stock which is registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), in the Registrant’s registration statement on [Form 8-A](#), filed on October 13, 2020, as updated by the description of the Registrant’s Common Stock contained in Exhibit 4.3 to the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the Commission on March 23, 2021, including any amendments or reports filed for the purposes of updating such description.

All reports and documents 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) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such reports and documents. 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 contained herein or in any subsequently filed document which also 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 4. Description of Securities.**

Not applicable.

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

Not applicable.

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

As permitted by Section 102 of the General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”), the Registrant has adopted provisions in its amended and restated certificate of incorporation (the “Certificate of Incorporation”) filed with the Secretary of State of the State of Delaware and its amended and restated bylaws (the “Bylaws”) that limit or eliminate the personal liability of its directors for a breach of their fiduciary duty of care as a director. The duty of care generally requires that, when acting on behalf of the corporation, directors exercise an informed business judgment based on all material information reasonably available to them. Consequently, a director will not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for:

- any breach of the director’s duty of loyalty to the corporation or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any act related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not affect the availability of equitable remedies such as injunctive relief or rescission. The Registrant’s Certificate of Incorporation also requires it to indemnify its officers and directors and authorizes it to indemnify its employees and other agents to the fullest extent permitted under Delaware law.

As permitted by Section 145 of the Delaware General Corporation Law, its Bylaws provide that:

- it may indemnify its directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions;
- it may advance expenses to its directors, officers and employees in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; and
- the rights provided in its Bylaws are not exclusive.

The Registrant’s Certificate of Incorporation and its Bylaws provide for the indemnification provisions described above and elsewhere herein. The Registrant has entered or will enter into, and intends to continue to enter into, separate indemnification agreements with its directors and officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements generally require it, among other things, to indemnify its officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct.

These indemnification agreements also generally require it to advance any expenses incurred by the directors or officers as a result of any proceeding against them as to which they could be indemnified. These indemnification provisions and the indemnification agreements may be sufficiently broad to permit indemnification of its officers and directors for liabilities, including reimbursement of expenses incurred, arising under the Securities Act of 1933, as amended (the "Securities Act").

The Registrant has purchased and currently intends to maintain insurance on behalf of each and every person who is or was a director or officer of the company against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

#### Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1(a)	<a href="#">Amended and Restated Certificate of Incorporation.</a>	8-K	10/20/2020	3.1	
4.1(b)	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation.</a>	8-K	6/28/2024	3.1	
4.1(c)	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation.</a>	8-K	8/19/2024	3.1	
4.2	<a href="#">Amended and Restated Bylaws.</a>	8-K	10/20/2020	3.2	
4.3	<a href="#">Form of Common Stock Certificate.</a>	10-Q	11/6/2024	4.2	
4.4	<a href="#">Form of Pre-Funded Warrant.</a>	8-K	10/25/2023	4.1	
4.5	<a href="#">Form of Common Warrant.</a>	8-K	10/25/2023	4.2	
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP.</a>				X
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</a>				X
23.2	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</a>				X
24.1	<a href="#">Power of Attorney (included on signature page).</a>				X
99.1(a)#	<a href="#">2024 Employment Inducement Award Plan.</a>	10-Q	11/6/2024	10.1(a)	
99.1(b)#	<a href="#">Form of Stock Option Grant Notice and Stock Option Agreement.</a>	10-Q	11/6/2024	10.1(b)	
99.1(c)#	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement.</a>	10-Q	11/6/2024	10.1(c)	
107.1	<a href="#">Registration Fee Table.</a>				X

# Indicates management contract or compensatory plan.

#### Item 9. Undertakings.

(a) The 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;

(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 the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective 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 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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 Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 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 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 and will be governed by the final adjudication of such issue.

## 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 South San Francisco, State of California, on this November of 6th, 2024.

### Aligos Therapeutics, Inc.

By: /s/ Lawrence M. Blatt

*Lawrence M. Blatt, Ph.D.*  
*President and Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Lawrence M. Blatt, Ph.D. and Lesley Ann Calhoun, and each of them, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

Signature	Title	Date
<u>/s/ Lawrence M. Blatt</u> Lawrence M. Blatt, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 6, 2024
<u>/s/ Lesley Ann Calhoun</u> Lesley Ann Calhoun	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 6, 2024
<u>/s/ K. Peter Hirth</u> K. Peter Hirth, Ph.D.	Director	November 6, 2024
<u>/s/ Bridget Martell</u> Bridget Martell, M.A., M.D.	Director	November 6, 2024
<u>/s/ Carole Nuechterlein</u> Carole Nuechterlein	Director	November 6, 2024
<u>/s/ James Scopa</u> James Scopa	Director	November 6, 2024
<u>/s/ Heather Preston</u> Heather Preston, M.D.	Director	November 6, 2024
<u>/s/ Margarita Chavez</u> Margarita Chavez	Director	November 6, 2024

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**LATHAM & WATKINS** LLP

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Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

November 6, 2024

Aligos Therapeutics, Inc.  
 One Corporate Dr., 2<sup>nd</sup> Floor  
 South San Francisco, California 94080

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as special counsel to Aligos Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of up to 600,000 shares (the “*Shares*”) of common stock of the Company, \$0.0001 par value per share, issuable under the Company’s 2024 Employment Inducement Award Plan (the “*Inducement Plan*”). The Shares are included in a registration statement (the “*Registration Statement*”) on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on November 6, 2024. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the Inducement Plan, assuming in each case that the individual issuances, grants

or awards under the Inducement Plan, are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Inducement Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

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 Act. We consent to your filing this opinion as an exhibit to 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 Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2024 Employment Inducement Award Plan of Aligos Therapeutics, Inc. of our report dated March 12, 2024, with respect to the consolidated financial statements of Aligos Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Mateo, California  
November 6, 2024

**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Aligos Therapeutics, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	505,000 <sup>(1)</sup>	\$9.47 <sup>(2)</sup>	\$4,782,350.00	\$0.0001531	\$732.18
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	95,000 <sup>(3)</sup>	\$7.32 <sup>(4)</sup>	\$695,400.00	\$0.0001531	\$106.47
Total Offering Amounts					\$5,477,750.00		\$838.64
Total Fee Offsets <sup>(5)</sup>							\$—
Net Fee Due							\$838.64

- (1) Pursuant to Rule 416 under the Securities Act, this Registration Statement covers (i) such additional number of shares of common stock, par value \$0.0001 per share, of Aligos Therapeutics, Inc. ("Common Stock") issuable upon stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events or (ii) such reduced number of shares of Common Stock in respect of any reverse stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events, in each case with respect to the shares of Common Stock being registered pursuant to this Registration Statement that may become issuable under the Aligos Therapeutics, Inc. 2024 Employment Inducement Award Plan (the "Inducement Plan").
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high and low sales prices per share of the common stock on the "when-issued" trading market as reported on the Nasdaq Capital Market on October 31, 2024.
- (3) Represents 95,000 shares of Common Stock issuable pursuant to outstanding stock options granted under the Inducement Plan. To the extent such outstanding awards under the Inducement Plan are later forfeited or lapsed unexercised, the shares of Common Stock subject to such awards will be available for future issuance under the Inducement Plan.
- (4) Represents the \$7.32 exercise price of such outstanding options.
- (5) The Registrant does not have any fee offsets.