

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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

ALTIMMUNE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

20-2726770
(I.R.S. Employer
Identification No.)

**910 Clopper Road Suite 201S
Gaithersburg, Maryland**
(Address of principal executive offices)

20878
(Zip Code)

**ALTIMMUNE, INC.
2017 OMNIBUS INCENTIVE PLAN**
(Full Title of the Plan)

**Dr. Vipin K. Garg
Chief Executive Officer
Altimune, Inc.
910 Clopper Road, Suite 201S
Gaithersburg, Maryland
Telephone: (240) 654-1450**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Joseph Theis, Jr., Esq.
Seo Salimi, Esq.
Goodwin Procter LLP
100 Northern Ave
Boston, MA 02210
Telephone: (617) 570-1000**

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	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Common Stock, \$0.0001 par value per share	787,719 shares(3)	\$2.28	\$1,795,999.32	\$217.68
--	-------------------	--------	----------------	----------

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock, par value \$0.0001 per share (the "Common Stock") that become issuable under the Altimune, Inc. 2017 Omnibus Incentive Plan, as amended (the "2017 Plan") by reason of any stock split, stock dividend, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of \$2.28, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on August 8, 2019.
- (3) Represents an automatic increase to the number of shares available for issuance under the 2017 Plan, in accordance with the automatic annual increase provision of the 2017 Plan as amended. Shares available for issuance under the 2017 Plan were previously registered on Form S-8 filed with the Securities and Exchange Commission on May 10, 2017 (Registration No. 333-217846).

Proposed sales to take place as soon after the effective date of the Registration Statement as awards are granted, exercised or distributed under the 2017 Plan.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 registers additional 787,719 shares of Common Stock under the 2017 Plan. The additional shares are of the same class as other securities relating to the 2017 Plan for which the Registrant's registration statement filed on [Form S-8](#) (File No. 333-217846) on May 10, 2017 (the "Registration Statement"), is effective. The information contained in the Registration Statement is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on October 18, 2017).</u>
4.2	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation regarding a reverse stock split (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on September 13, 2018).</u>
4.3	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation regarding an increase in authorized shares (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on September 13, 2018).</u>
4.4	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on October 18, 2017).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2017 Omnibus Incentive Plan and forms of award agreements thereunder (incorporated by reference to the Registration Statement on Form S-8 (File No. 333-217846) filed with the Securities and Exchange Commission on May 10, 2017).</u>
99.2	<u>Amendment to the Altimmune, Inc. 2017 Omnibus Incentive Plan (incorporated by reference to the Definitive Proxy Statement on Schedule 14A (File No. 001-32587) filed with the Securities and Exchange Commission on July 26, 2018).</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 Gaithersburg, State of Maryland, on the 14th day of August, 2019.

ALTIMMUNE, INC.

By: /s/ Vipin K. Garg
Vipin K. Garg, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Vipin K. Garg, Ph.D. and William Brown as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and 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 any said attorney-in-fact and agent, or any substitute or substitutes of 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 person in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ Vipin K. Garg</u> Vipin K. Garg, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 14, 2019
<u>/s/ William Brown</u> William Brown	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 14, 2019
<u>/s/ Mitchel Sayare</u> Mitchel Sayare, Ph.D.	Chairman of the Board, Director	August 14, 2019
<u>/s/ David J. Drutz</u> David J. Drutz, M.D.	Director	August 14, 2019
<u>/s/ John M. Gill</u> John M. Gill	Director	August 14, 2019
<u>/s/ Philip L. Hodges</u> Philip L. Hodges	Director	August 14, 2019

Name	Title	Date
<hr/> <p data-bbox="252 91 424 114">/s/ Wayne Pisano</p> <p data-bbox="268 120 408 143">Wayne Pisano</p>	Director	August 14, 2019
<hr/> <p data-bbox="240 181 440 203">/s/ Klaus O. Schafer</p> <p data-bbox="188 210 488 232">Klaus O. Schafer, M.D., MPH</p>	Director	August 14, 2019



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

August 14, 2019

Altimmune, Inc.
910 Clopper Road Suite 201S
Gaithersburg, Maryland

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 787,719 shares (the "Shares") of Common Stock, \$0.0001 par value per share, of Altimmune, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2017 Omnibus Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our 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 and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER 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 Altimune, Inc. 2017 Omnibus Incentive Plan, as amended, of our report dated April 1, 2019 with respect to the consolidated financial statements of Altimune Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland

August 14, 2019