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

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

Apollomics Inc.
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

989 E. Hillsdale Blvd., Suite 220
Foster City, California
(Address of Principal Executive Offices)

94404
(Zip Code)

Apollomics Inc. 2023 Incentive Award Plan
(Full title of the plan)

Hung-Wen (Howard) Chen
President
989 E. Hillsdale Blvd., Suite 220
Foster City, CA 94404
(Name and address of agent for service)

(650) 209-4055
(Telephone number, including area code, of agent for service)

Copies to:

Alison M. Pear
Buchalter, A Professional Corporation
805 SW Broadway, Suite 1500
Portland, OR 97205
Tel: (503) 226-1191

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

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), Apollomics Inc. (the “Company” or the “Registrant”) has filed with the Securities and Exchange Commission (the “Commission”) this registration statement on Form S-8 (this “Registration Statement”) to register under the Securities Act an additional 124,346 Class A ordinary shares, par value \$0.01 per share (adjusted following the reverse share split implemented in November 2024) (the “Ordinary Shares”) reserved for issuance under the Apollomics Inc. 2023 Incentive Award Plan (the “2023 Plan”) pursuant to the terms of the 2023 Plan. These additional shares are the result of provisions in the 2023 Plan that provide that the maximum number of Common Shares will automatically increase on January 1st of each year for a period of ten years commencing on January 1, 2024 and ending on (and including) January 1, 2033, in an amount equal to 3% of the total number of Common Shares outstanding on December 31st of the preceding year; provided, however, that the Board may act prior to January 1st of any such given year to provide that the increase for such year will be a lesser number of Common Shares.

Pursuant to General Instruction E to Form S-8 under the Securities Act, the Company incorporates into this Registration Statement the content of its prior Registration Statement filed on June 9, 2023 (Registration No. 333-272559), except as expressly modified herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference in this Registration Statement the following:

- the Company’s Annual Report on [Form 20-F](#) filed on April 3, 2025 (File No. 001-41670) (the “2024 Annual Report”);
- The Company’s Reports on Foreign Private Issuer on Form 6-K filed on [July 25, 2025](#), [August 28, 2025](#), [September 3, 2025](#), [September 5, 2025](#), [October 14, 2025](#), [October 21, 2025](#), [November 18, 2025](#), [November 19, 2025](#), [December 12, 2025](#) and [December 22, 2025](#); and
- the description of the Company’s Ordinary Shares, as contained in [Exhibit 2.1](#) to the 2025 Annual Report, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities 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 filing of such documents. Any statement contained herein or in a document, all or a portion of which is 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 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.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be “filed” under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered “filed” under the Exchange Act or is to be incorporated by reference in 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.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, fraud or the consequences of committing a crime. The Company's amended and restated memorandum and articles of association provide for indemnification of the Company's officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their fraud or dishonesty. In addition, the Company has entered into indemnification agreements with each of its executive officers and directors. The indemnification agreements provide the indemnitees with contractual rights to indemnification, and expense advancement and reimbursement, to the fullest extent permitted under Cayman Islands law, subject to certain exceptions contained in those agreements. The Company has also purchased a policy of directors' and officers' liability insurance that will insure its officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and will insure the Company against its obligations to indemnify its officers and directors.

These indemnification obligations may discourage shareholders from bringing a lawsuit against the Company's officers or directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against the Company's officers and directors, even though such an action, if successful, might otherwise benefit the Company and its shareholders.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Documents
4.1	Sixth Amended and Restated Memorandum and Articles of Association of Apollomics Inc., incorporated by reference to Exhibit 1.1 to the Company's Form 20-F (File No. 001-41670) filed with the SEC on March 31, 2023.
5.1*	Opinion of Carey Olsen Singapore LLP.
10.2	Apollomics Inc. 2023 Incentive Award Plan, incorporated by reference to Exhibit 4.8 to the Company's Form 20-F (File No. 001-41670) filed with the SEC on March 31, 2023.
23.1*	Consent of Grant Thornton LLP.
23.2*	Consent of Carey Olsen Singapore LLP (included in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned 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 this 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 this 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% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if 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 Section 15(d) of the Exchange Act that are incorporated by reference in this 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; and

(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 undersigned 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 Section 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 this 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, 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 Taipei, Taiwan, on the 2nd day of February, 2026.

APOLLOMICS INC.

By: /s/ Hung-Wen (Howard) Chen
Name: Hung-Wen (Howard) Chen
Title: Chief Executive Officer and Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hung-Wen (Howard) Chen and Yi-Kuei Chen, and each of them singly (with full power to each of them to act alone), the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for the person and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments or supplements to this Registration Statement, including any post-effective amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 or necessary to be done in and about the premises, as full to all intents and purposes as 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, or his or her 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 by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Hung-Wen (Howard) Chen</u> Hung-Wen (Howard) Chen	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 2, 2026
<u>/s/ Peter Lin</u> Peter Lin	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 2, 2026
<u>/s/ Moses Chen</u> Moses Chen	Director	February 2, 2026
<u>/s/ Yi-Kuei Chen</u> Yi-Kuei Chen	Director	February 2, 2026
<u>/s/ Dr. Ya-Chi (Claudia) Huang</u> Dr. Ya-Chi (Claudia) Huang	Director	February 2, 2026
<u>/s/ Hsien-Chu Tsai</u> Hsien-Chu Tsai	Director	February 2, 2026
<u>/s/ Yi-An Chu</u> Yi-An Chu	Director	February 2, 2026
<u>/s/ Chen-Huan Jan</u> Chen-Huan Jan	Director	February 2, 2026

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, a duly authorized representative in the United States of Apollomics Inc., has signed on its behalf by the undersigned, thereunto duly authorized, in Foster City, California, on February 2, 2026.

Peter Lin

By: /s/ Peter Lin

Peter Lin

CAREY OLSEN

Carely Olsen Singapore LLP
10 Collyer Quay #29-10
Ocean Financial Centre
Singapore 049315
T +65 6911 8310
E singapore@careyolsen.com

Our ref: AMCK/AK/1093220/0001/S855475v5

28 January 2026

Apollomics Inc.
c/o Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Dear Sirs

Apollomics Inc. (the “Company”)

We have acted as Cayman Islands legal counsel to the Company in connection with the Company’s registration statement on Form S-8 (the “**Registration Statement**”) provided to us as filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933, as amended (the “**Securities Act**”) in relation to the registration under the Securities Act of 124,346 Class A Ordinary Shares of par value US\$0.01 per share (each an “**Class A Ordinary Share**” and the “**Class A Ordinary Shares**”) (the “**New Shares**”), issuable by the Company pursuant to the 2023 Incentive Award Plan of the Company approved on 22 December 2022 (Beijing time) (the “**2023 Plan**”).

This Opinion is given only on the laws of the Cayman Islands in force at the date hereof and is based solely on matters of fact known to us at the date hereof. We have not investigated the laws or regulations of any jurisdiction other than the Cayman Islands. We express no opinion as to matters of fact or, unless expressly stated otherwise, the commercial terms of, or veracity of any representations or warranties given in or in connection with any of the documents set out in Section 2.

In giving this Opinion we have reviewed originals, copies, drafts, and certified copies of the documents set out in Section 2. This Opinion is given on the basis that the assumptions set out in Section 3 (which we have not independently investigated or verified) are true, complete and accurate in all respects. In addition, this Opinion is subject to the qualifications set out in Section 4.

Carey Olsen Singapore LLP (Registration No. T15LL1127K) is a limited liability partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A)

BERMUDA BRITISH VIRGIN ISLANDS CAYMAN ISLANDS GUERNSEY JERSEY
CAPE TOWN HONG KONG LONDON SINGAPORE

[careyolsen.com](https://www.careyolsen.com)

1. Opinions

- 1.1 The Company has been duly incorporated as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands (the “**Companies Act**”), is validly existing and was, at the date of the Certificate of Good Standing, in good standing with the Registrar of Companies of the Cayman Islands (the “**Registrar**”).
- 1.2 Upon the due issuance of the New Shares pursuant to the terms of the 2023 Plan and relevant Issuance Documents (as defined below) and duly recorded in the Company’s register of members, and payment of the consideration therefor (being not less than the par value of the New Shares), such New Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such New Shares).

2. Documents Reviewed

The documents listed in this Section 2 are the only documents and/or records we have examined and relied upon and the only searches and enquiries we have carried out for the purposes of this Opinion.

- 2.1 The certificate of incorporation of the Company dated 21 May 2015 and the certificate of incorporation on change of name dated 8 January 2019, the sixth amended and restated memorandum and articles of association of the Company as adopted by a special resolution passed on 16 March 2023 (the “**Memorandum and Articles**”), the stamped registered office’s certificate with an extract of the ordinary resolutions of the shareholders of the Company approving changes in the authorised share capital of the Company dated 1 May 2025, the Register of Members (the “**Register of Members**”), Register of Directors and Register of Mortgages and Charges, in each case, of the Company, copies of which have been provided to us electronically (together the “**Company Records**”).
- 2.2 A certificate of incumbency relating to the Company issued by Conyers Trust Company (Cayman) Limited dated 11 December 2025 (the “**Certificate of Incumbency**”).
- 2.3 A certificate of good standing relating to the Company issued by the Registrar dated 21 January 2026 (the “**Certificate of Good Standing**”).
- 2.4 The Cayman Online Registry Information System (CORIS), the Cayman Islands’ General Registry’s online database, searched on 28 January 2026.
- 2.5 The Registration Statement as filed with United States Securities and Exchange Commission on or around 2 February 2026.
- 2.6 The signed minutes of the meeting of the board of directors of the Company held on 22 December 2022 (Beijing time) approving the adoption of the 2023 Plan (the “**December 22 Board Minutes**”) and the signed minutes of the meeting of the board of directors of the Company held on 17 March 2023 (Beijing time) approving the December 22 Board Minutes.

- 2.7 The signed minutes of the meeting of the shareholders of the Company held on 14 November 2024 (Pacific Time) (the “**Shareholders Meeting**”) approving, *inter alia*, the change in the Company’s authorised share capital resulting from the reverse share split and authorised share capital increase, together with the Form 6-K as filed with United States Securities and Exchange Commission indicating the voting results of the shareholder resolutions made at the Shareholders Meeting.
- 2.8 The signed minutes of the meeting of the board of directors of the Company held on 12 November 2024.
- 2.9 The signed written resolutions of the board of directors of the Company dated 28 January 2026 (i) approving the registration of the Registration Statement and (ii) confirming the authorised share capital of the Company (together with the documents listed in 2.6 to 2.8, the “**Resolutions**”).
- 2.10 The signed director’s certificate dated 27 January 2026 addressed to Carey Olsen (the “**Director’s Certificate**”).

3. Assumptions

We have assumed: (a) the authenticity, accuracy and completeness of all documents supplied to us, whether as originals or copies and of all factual representations expressed in or implied by the documents we have examined; (b) that where we have been provided with a document in executed form or with only the signature page of an executed document, that such executed document does not differ from the latest draft version of the document provided to us and, where a document has been reviewed by us in draft or specimen form, it will be or has been executed in the form of that draft or specimen; (c) all signatures, initials and seals are genuine; (d) the Memorandum and Articles remain in full force and effect and are unamended; (e) the Company Records are complete and accurate and all matters required by law and the Memorandum and Articles to be recorded therein are completely and accurately so recorded; (f) the Resolutions remain in full force and effect and have not been amended, modified, supplemented, revoked, rescinded or terminated in any way, and any minutes are a true and correct record of the proceedings of the relevant meeting, which was duly convened and held and at which a quorum was present throughout in the manner prescribed in the Memorandum and Articles; (g) that the applicable definitive purchase, underwriting, warrant, agency, award agreement or similar agreements in respect of such issuance (the “**Issuance Documents**”) will be duly executed and delivered by or on behalf of the Company and all other parties thereto; (h) the full power (including both capacity and authority), legal right and good standing of each of the parties (other than the Company as a matter of Cayman law) to the Issuance Documents to execute, date, unconditionally deliver and perform their obligations under the Issuance Documents; (i) that the applicable Issuance Documents relating to any Class A Ordinary Shares to be offered and sold will constitute legal, valid and binding obligations, enforceable in accordance with their terms of each of the parties in accordance with all applicable law (other than the Company as a matter of Cayman law); (j) there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions contemplated by the Registration Statement or the Issuance Documents; (k) that the issuance and sale of and payment for the Class A Ordinary Shares, or exercise of warrants in respect of the Class A Ordinary Shares, will be in accordance with the applicable Issuance Documents and the Registration Statement (including any applicable supplement thereto); (l) that no party is aware of any improper purpose for the issue of the Class

A Ordinary Shares; (m) no law or regulation of any jurisdiction other than the Cayman Islands qualifies or affects this Opinion; (n) the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with and declared effective by the United States Securities and Exchange Commission; and (o) the authenticity, accuracy and completeness of all information, statements and confirmations contained in the Director's Certificate and Certificate of Incumbency, which we have relied on without verification, as this information is otherwise unavailable to, and cannot be verified by us, and without any liability for ensuring or checking the accuracy of the same.

4. Qualifications

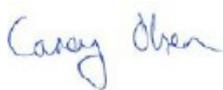
This Opinion is subject to the following qualifications:

- 4.1 In this opinion the phrase "non-assessable" means, with respect to the Class A Ordinary Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, and in absence of a contractual arrangement, or an obligation pursuant to the Memorandum and Articles, to the contrary, be liable for additional assessments or calls on the Class A Ordinary Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).
- 4.2 The register of members of a Cayman Islands company provides prima facie evidence of the legal ownership of registered shares in a company. No purported creation or transfer of legal title to Class A Ordinary Shares is effective until the register of members is updated accordingly. However, an entry in the register of members may be subject to rectification (for example, in the case of fraud or manifest error).
- 4.3 Any issue of Class A Ordinary Shares that takes place after the commencement of the winding up of the Company is void unless consented to by the liquidator (in the case of a voluntary winding up of the Company) or the courts of the Cayman Islands (in the case of a court-supervised winding up of the Company).
- 4.4 To maintain the Company in good standing under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar within the time frame prescribed by law.

This Opinion (and any obligations arising out of or in connection with it) is given on the basis that it shall be governed by and construed in accordance with the current law and practice in the Cayman Islands. By relying on the opinions set out in this Opinion the addressee(s) hereby irrevocably agree(s) that the courts of the Cayman Islands are to have exclusive jurisdiction to settle any disputes which may arise in connection with this Opinion.

We are furnishing this Opinion as exhibit 5.1 and 23.1 to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name therein. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Yours faithfully

A handwritten signature in blue ink that reads "Carey Olsen". The signature is written in a cursive, flowing style.

Carey Olsen Singapore LLP

Page 5

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 3, 2025 with respect to the consolidated financial statements of Apollomics Inc. included in the Annual Report on Form 20-F for the year ended December 31, 2024, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

San Francisco, CA
February 2, 2026

