

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

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

APTORUM GROUP LIMITED

(Exact name of registrant as specified in its charter)

Cayman Islands

*(State or Other Jurisdiction of
Incorporation or Organization)*

2834

*(Primary Standard Industrial
Classification Code Number)*

Not Applicable

*(I.R.S. Employer
Identification No.)*

**17th Floor, Guangdong Investment Tower
148 Connaught Road Central
Hong Kong
Telephone: +852 2117 6611**
(Address of principal executive offices, including zip code)

**Aptorum Group Limited 2017 Share Option Plan
(the "2017 Share Option Plan")**
(Full title of the plan)

Copies to:

**Louis Taubman, Esq.
Hunter Taubman Fischer & Li LLC
1450 Broadway, 26th Floor
New York, NY 10018
Tel: 917.512.0827
Fax: 212.202.6380**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "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

Emerging growth company

Accelerated filer

Smaller reporting 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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price(1)	Amount of registration fee
Class A Ordinary Shares, par value \$1.00:				
- Outstanding under the 2017 Share Option Plan	218,222(2)(3)	\$ 23.29	\$ 5,082,390.38	\$ 615.98
- Shares reserved for future grant under the 2017 Share Option Plan	5,281,778(4)	\$ 23.29	\$ 123,012,609.62	\$ 14,909.13
TOTAL:	5,500,000	\$ 23.29	\$ 128,095,000.00	\$ 15,525.11

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low selling prices of the Company's ordinary shares as reported on the Nasdaq Stock Market on July 8, 2019.
- (2) Represents Class A Ordinary Shares reserved for issuance pursuant to outstanding share option awards under Aptorum Group Limited's 2017 Share Option Plan (the "2017 Share Option Plan").
- (3) Pursuant to the 2017 Share Option Plan, if, after the Effective Date of the 2017 Share Option Plan, any shares underlying an Option are forfeited, or if an Option otherwise terminates without the delivery of shares or of other consideration, then the shares underlying such Option, or the number of shares otherwise counted against the aggregate number of shares available under the 2017 Share Option Plan with respect to the Option, to the extent of any such forfeiture or termination, shall again be, or shall become, available for granting options under the 2017 Share Option Plan.
- (4) The number of shares reserved for issuance under the 2017 Share Option Plan will automatically increase on each January 1, starting with January 1, 2020 and continuing through January 1, 2027, by the lesser of (A) 2% of the outstanding number of Ordinary Shares (on a fully-diluted basis) on the immediately preceding December 31, and (B) such lower number of Ordinary Shares as may be determined by the Compensation Committee of the Company, subject in all cases to adjustment as provided in the 2017 Share Option Plan.

EXPLANATORY NOTE

This Registration Statement is being filed by the Registrant in accordance with the requirements of Form S-8 under the Securities Act in order to register 5,500,000 Class A Ordinary Shares issuable pursuant to the Aptorum Group Limited 2017 Share Option Plan adopted by the Board of Directors of the Company (the "2017 Share Option Plan").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

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

* The documents containing the information specified in this Part I of Form S-8 (Plan Information and Registration Information and Employee Plan Annual Information) will be sent or given to recipients of the grants under the Aptorum Group Limited 2017 Share Option Plan adopted by the Board of Directors of the Company (the "2017 Share Option Plan") as specified by the Commission pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b), and will include the address and telephone number to which the request is to be directed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Aptorum Group Limited (the "Company") is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act") and, accordingly, files periodic reports and other information with the Commission. Reports and other information concerning the Company filed with the Commission may be inspected and copies may be obtained (at prescribed rates) at the Commission's Public Reference Section, Room 1024, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The Commission also maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including the Company. The address for the Commission's Web site is "http://www.sec.gov". The following documents are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on [Form 20-F](#) and [Form 20-F/A](#) for the fiscal year ended December 31, 2018 filed with the Commission on April 15, 2019 and April 22, 2019, respectively.
- (b) The Company's Current Reports on Form 6-K furnished to the Commission on [May 31, 2019](#), [May 22, 2019](#), [April 24, 2019](#), [April 15, 2019](#), [April 1, 2019](#), [March 4, 2019](#) and [December 18, 2018](#) respectively; and
- (c) The description of the Company's Share Capital contained in the registration statement on [Form F-1](#) (File No. 333-227198) filed with the Commission on September 5, 2018, which was later amended and declared effective on December 3, 2018.

Except to the extent such information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, to the extent specifically designated therein, reports on Form 6-K furnished by the Company to the Commission, in each case, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under this Registration Statement have been sold, or deregistering 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 or furnishing 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

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 civil fraud or the consequences of committing a crime. Our Memorandum and Articles permit indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such unless such losses or damages arise from dishonesty of such directors or officers. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Securities Act, may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission, or the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

For a list of all exhibits filed or included as part of this Registration Statement, see "Index to Exhibits" at the end of this Registration Statement.

Item 9. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes:

(1) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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.

(2) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) To include any prospectus required by section 10(a)(3) of the Securities Act;

(b) 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) (§230.424(b) of this chapter) 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

(c) 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.

(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.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by "Item 8.A. of Form 20-F (17 CFR 249.220f)" at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements.

(5) That for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4), or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(6) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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.

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 New York, State of New York, on July 10, 2019.

Aptorum Group Limited

Date: July 10, 2019

By: /s/ Ian Huen
Ian Huen
Chief Executive Officer,
Chairman of the Board of Directors
(Principal Executive Officer)

Date: July 10, 2019

By: /s/ Sabrina Khan
Sabrina Khan
Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Ian Huen and Sabrina Khan, and each of them severally, acting alone and without the other, his or her true and lawful attorney-in-fact with full power of substitution or re-substitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments, including post-effective amendments to this Registration Statement, and to sign any and all additional registration statements relating to the same offering of securities of the Registration Statement that are filed pursuant to Rule 462 of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, 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 fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their 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</u>	<u>Date</u>
<u>/s/ Ian Huen</u> Name: Ian Huen	Chief Executive Officer (principal executive officer) and Executive Director	July 10, 2019
<u>/s/ Sabrina Khan</u> Name: Sabrina Khan	Chief Financial Officer (principal financial officer and principal accounting officer)	July 10, 2019
<u>/s/ Darren Lui</u> Name: Darren Lui	President, Chief Business Officer and Executive Director	July 10, 2019
<u>/s/ Clark Cheng</u> Name: Clark Cheng	Chief Medical Officer and Executive Director	July 10, 2019
<u>/s/ Douglas Arner</u> Name: Douglas Arner	Director	July 10, 2019
<u>/s/ Charles Bathurst</u> Name: Charles Bathurst	Director	July 10, 2019
<u>/s/ Mirko Scherer</u> Name: Mirko Scherer	Director	July 10, 2019
<u>/s/ Justin Wu</u> Name: Justin Wu	Director	July 10, 2019

EXHIBIT INDEX

Exhibit	Description
4.1	Specimen share certificate (1)
4.2	2017 Equity Incentive Plan (1)
5.1	Opinion of Campbells
23.1	Consent of Marcum Bernstein & Pinchuk LLP
24.1	Power of Attorney (included on signature page hereof)

(1) Incorporated by reference to Aptorum Group Limited's Registration Statement on [Form F-1](#) or amendments thereto (File No. 333-227198).

By email

Aptorum Group Limited
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Cricket Square,
Grand Cayman, KY1-9010
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campbellslegal.com

Our Ref: RCS/RML/17506

Your Ref:

CAYMAN | BVI | HONG KONG

10 July 2019

Dear Sirs

Aptorum Group Limited – Listing of Class A Ordinary Shares

We have acted as Cayman Islands legal advisers to Aptorum Group Ltd. (the "**Company**"), a Cayman Islands exempted company, in connection with the Company's Form S-8 Registration Statement ("**S-8 Registration Statement**"), filed with the Securities and Exchange Commission ("**Commission**") under the U.S. Securities Act of 1933, as amended to date (the "**Act**"), relating to the registration and offering of 5,500,000 Class A Ordinary Shares, par value of US\$1.00 each ("**Plan Shares**"), issuable in accordance with the "Aptorum Group Limited 2017 Share Option Plan" ("**Plan**"). We are furnishing this opinion as Exhibit 5.1 to the S-8 Registration Statement.

1 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy of the Resolutions, the Shareholder Resolutions and the Certificate of Good Standing (each as defined below). We have also relied upon the following assumptions, which we have not independently verified:

- 1.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate;
 - 1.2 All signatures, initials and seals are genuine;
 - 1.3 There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions expressed herein;
 - 1.4 The Plan Shares to be offered and issued by the Company pursuant to the S-8 Registration Statement will be issued by the Company against payment in full, in accordance with the S-8 Registration Statement and be duly registered in the Company's register of members;
 - 1.5 The A&R Memorandum and Articles (as defined below) remain in full force and effect and are unamended;
-

- 1.6 The Resolutions and the Shareholder Resolutions were duly passed in the manner prescribed in the A&R Memorandum and Articles and the resolutions contained in the Resolutions and the Shareholder Resolutions are in full force and effect at the date hereof and have not been amended, varied or revoked in any respect;
- 1.7 The authorised shares of the Company as set out in the A&R Memorandum and Articles have not been amended; and
- 1.8 The minute book and corporate records of the Company as maintained at its registered office in the Cayman Islands are complete and accurate in all material respects, and all minutes and resolutions filed therein represent a complete and accurate record of all meetings of the shareholders and directors (or any committee thereof) (duly convened in accordance with the then effective Memorandum and Articles of Association of the Company) and all resolutions passed at the meetings, or passed by written consent as the case may be.

2 Documents Reviewed

We have reviewed originals, copies, drafts or conformed copies of the following documents and such other documents or instruments as we deem necessary:

- 2.1 Post-Effective Amendment No. 1 to registration statement on Form F-1, including all amendments or supplements thereto;
 - 2.2 A copy of the registration statement on Form F-1 (including all amendments or supplements) filed in relation to the initial public offering of Class A Ordinary Shares in the Company;
 - 2.3 A copy of the Registration Statement relating to the resale by certain shareholders of the Company of 27,765,821 Class A Ordinary Shares;
 - 2.4 A copy of the S-8 Registration Statement relating to the registration of the Plan Shares to be granted pursuant to the terms of the Plan;
 - 2.5 A copy of the Aptorum Group Limited 2017 Share Option Plan (the "**2017 Plan**");
 - 2.6 A copy of the certificate of incorporation issued by the Registrar of Companies in the Cayman Islands on 13 September 2010;
 - 2.7 A copy of the Company's certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands on 3 March 2017;
 - 2.8 A copy of the certificate of incorporation of change of name issued by the Registrar of Companies in the Cayman Islands dated 19 October 2017;
 - 2.9 A copy of the statutory registers of directors and officers, members, mortgages and charges of the Company as maintained at its registered office in the Cayman Islands, certified as true by Campbells Corporate Services Limited on 28 June 2019;
 - 2.10 A copy of the second amended and restated Memorandum and Articles of Association of the Company adopted by the Shareholder Resolutions on 13 October 2017 and filed with the Registrar of Companies (the "**A&R Memorandum and Articles**");
-

- 2.11 Certificate of Good Standing in respect of the Company issued by the Registrar of Companies in the Cayman Islands dated 4 July 2019 (the "**Certificate of Good Standing**");
- 2.12 Copies of the written resolutions of the board of directors of the Company dated 27 November 2018, 30 May 2018, 27 March 2018, 3 April 2018, 3 October 2017, 9 October 2017, 17 September 2017, 18 April 2019, 27 June 2019 and 4 July 2019 (together, the "**Resolutions**");
- 2.13 A copy of the shareholder resolutions of the Company dated 13 October 2017 (the "**Shareholder Resolutions**"); and
- 2.14 The records of proceedings of the Company on file with, and available for inspection on 10 July 2019, at the Grand Court of the Cayman Islands.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands.
- 3.2 The Company has taken all necessary action to authorise the execution, delivery and performance of the S-8 Registration Statement in accordance with its terms.
- 3.3 The Plan Shares as described in the S-8 Registration Statement will, upon the receipt of full payment, issuance and delivery in accordance with the terms of the 2017 Plan and the offering described in the S-8 Registration Statement and registration in the register of members (shareholders) of the Company, be validly issued, fully paid and non-assessable.

4 Qualifications

- 4.1 We make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.
- 4.2 In this opinion, the phrase "non-assessable" means, with respect to the Registered Securities, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Registered Securities 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 circumstance in which a court may be prepared to pierce or lift the corporate veil).
- 4.3 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 of Companies within the time frame prescribed by law.

We hereby consent to filing of this opinion as an exhibit to the S-8 Registration Statement and to the reference to our name in the S-8 Registration Statement. In giving our 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, with respect to any part of the Registration Statement, including this opinion and an exhibit or otherwise.

Yours faithfully

Campbells



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Aptorum Group Limited (the "Company") on Form S-8 of our report dated April 15, 2019, with respect to our audits of the consolidated balance sheets (successor basis) of the Company as of December 31, 2018 and 2017, the related consolidated statements (successor basis) of operations and comprehensive loss, equity and cash flows for the year ended December 31, 2018 and the period March 1, 2017 through December 31, 2017, and the statements (predecessor basis) of operations, changes in net assets, and cash flows for the period January 1, 2017 through February 28, 2017, appearing in the Annual Report on Form 20-F of Aptorum Group Limited for the year ended December 31, 2018.

Marcum Bernstein & Pinchuk LLP
New York, New York
July 10, 2019



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