

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

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

ATHENEX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1001 Main Street, Suite 600, Buffalo, NY
(Address of Principal Executive Offices)

43-1985966
(I.R.S. Employer
Identification No.)

14203
(Zip Code)

**2004 Common Unit Option Plan
2007 Common Unit Option Plan
2013 Common Stock Option Plan
2017 Omnibus Incentive Plan
2017 Employee Stock Purchase Plan**
(Full title of the plan)

Johnson Y.N. Lau
Chief Executive Officer
Athenex, Inc.
1001 Main Street, Suite 600
Buffalo, NY 14203
(Name and address of agent for service)

(716) 427-2950
(Telephone number, including area code, of agent for service)

Copies to:

Karen A. Dewis, Esq.
Michael J. Rosenthal, Esq.
Sidley Austin LLP
1501 K Street NW
Washington, DC 20005
(202) 736-8000

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting 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"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input checked="" 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(2)	Amount of registration fee
Common Stock, \$0.001 par value per share				

2004 Common Unit Option Plan	41,944 shares	\$4.55	\$190,845	\$22.12
2007 Common Unit Option Plan	1,007,388 shares	\$4.44	\$4,472,803	\$518.40
2013 Common Stock Option Plan	8,165,657 shares	\$6.49	\$52,995,114	\$6,142.13
2017 Omnibus Incentive Plan	4,200,000 shares	\$13.15	\$55,230,000	\$6,401.16
2017 Employee Stock Purchase Plan	1,000,000 shares	\$14.48	\$14,480,000	\$1,678.23
Total	14,414,989 shares		\$127,368,762	\$14,762.04

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering prices are calculated on the basis of (i) \$4.55, the weighted average exercise price of the 41,944 shares subject to outstanding stock options under the 2004 Common Unit Option Plan, (ii) \$4.44, the weighted average exercise price of the 1,007,388 shares subject to outstanding stock options under the 2007 Common Unit Option Plan, (iii) \$6.49, the weighted average exercise price of the 8,165,657 shares subject to outstanding stock options under the 2013 Common Stock Option Plan, (iv) \$11.00, the weighted average exercise price of the 1,611,032 shares subject to outstanding stock options under the 2017 Omnibus Incentive Plan, and (v) \$14.48, the average of the high and low price of the registrant's Common Stock as reported on the NASDAQ Global Select Market on June 21, 2017 with respect to the 2,588,968 shares reserved for future issuance under the 2017 Omnibus Incentive Plan and the 1,000,000 shares reserved for future issuance under the 2017 Employee Stock Purchase Plan.

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 registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission (the "Commission"):

- 1) The prospectus filed by the registrant with the Commission pursuant to Rule 424(b) under the Securities Act, on June 15, 2017, relating to the registration statement on Form S-1, as amended (File No. 333-217928), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed;
- 2) The description of registrant's common stock contained in the registrant's registration statement on Form 8-A filed by the registrant with the Commission under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") on June 12, 2017, including any amendment or report filed for the purpose of updating such description; and
- 3) The registrant's current report on Form 8-K filed on June 22, 2017.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of 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 part hereof from the date of the filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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 other subsequently filed document that 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.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The registrant is incorporated under the laws of the State of Delaware. Under Section 145 of the Delaware General Corporation Law, the registrant can indemnify its directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). The registrant's amended and restated bylaws, which became effective upon the closing of the registrant's initial public offering, provide that the registrant will indemnify its directors and officers to the fullest extent permitted by law and require the registrant to advance litigation expenses upon receipt of an undertaking by the director or officer to repay such advances if it is ultimately determined that the director or officer is not entitled to indemnification. The registrant bylaws further provide that rights conferred under such bylaws do not exclude any other right such persons may have or acquire under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

The registrant's amended and restated certificate of incorporation, which became effective upon the closing of the registrant's initial public offering, provides that the registrant shall indemnify its directors and officers to the fullest extent permitted by law. The amended and restated certificate of incorporation also provides that, pursuant to Delaware law, the registrant's directors shall not be liable for monetary damages for breach of the directors' fiduciary duty of care to the registrant and its stockholders. This provision in the amended and restated certificate of incorporation does not eliminate the duty of care, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the registrant for acts or omissions not in good faith or involving intentional misconduct, or knowing violations of law, for actions leading to improper personal benefit to the director, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws. The amended and restated certificate of incorporation further provides that the registrant is authorized to indemnify its employees or agents in certain circumstances. The registrant also maintains directors' and officers' liability insurance.

In addition, the registrant has entered into agreements to indemnify its directors and certain of its officers in addition to the indemnification provided for in the amended and restated certificate of incorporation and bylaws. These agreements, among other things, indemnify the registrant's directors and some of its officers for certain expenses (including attorneys fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the registrant's right, on account of services by that person as a director or officer of the registrant or as a director or officer of the registrant's subsidiary, or as a director or officer of any other company or enterprise that the person provides services to at the registrant's request.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are described in the Exhibit Index below and are incorporated herein by reference.

Item 9. Undertakings.

(a) *Rule 415 offering.* 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 of 1933;

(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 Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent 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 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 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 the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of its annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, 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 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 Securities Act of 1933 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 of 1933 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 Buffalo, State of New York, on June 26, 2017.

By: /s/ Johnson Y.N. Lau
Name: Johnson Y.N. Lau
Title: Chief Executive Officer and Board Chairman

KNOW ALL PERSONS BY THESE PRESENTS, the undersigned hereby constitute and appoint J. Nicholas Riehle and Teresa Bair and each of them, his true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him and in his 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 the same, with 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 or necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this power of attorney as of the date indicated.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons in the capacities indicated on June 26, 2017:

<u>Signature</u>	<u>Title</u>
<u>/s/ Johnson Y.N. Lau</u> Johnson Y.N. Lau	Chief Executive Officer and Board Chairman (Principal Executive Officer)
<u>/s/ J. Nicholas Riehle</u> J. Nicholas Riehle	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>Kim Campbell</u>	Director
<u>/s/ Michael Cannon</u> Michael Cannon	Director
<u>/s/ Manson Fok</u> Manson Fok	Director
<u>/s/ Antony Leung</u> Antony Leung	Director
<u>/s/ Sheldon Trainor-Degirolamo</u> Sheldon Trainor-Degirolamo	Director
<u>/s/ Jinn Wu</u> Jinn Wu	Director
<u>/s/ Song-Yi Zhang</u> Song-Yi Zhang	Director
<u>/s/ James Zukin</u> James Zukin	Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Date</u>	<u>Number</u>	
4.1	Amended and Restated Certificate of Incorporation	8-K	6/22/2017	3.1	
4.2	Amended and Restated Bylaws	8-K	6/22/2017	3.2	
4.3	Athenex, Inc. First Amended and Restated 2004 Common Unit Option Plan	S-1	5/12/2017	10.2	
4.4	Athenex, Inc. First Amended and Restated 2007 Common Unit Option Plan	S-1	5/12/2017	10.3	
4.5	Athenex, Inc. 2013 Common Stock Option Plan	S-1	5/12/2017	10.4	
4.6	Athenex, Inc. 2017 Omnibus Incentive Plan	S-1/A	6/2/2017	10.5	
4.7	Athenex, Inc. 2017 Employee Stock Purchase Plan	S-1/A	6/2/2017	10.6	
5.1	Opinion of Sidley Austin LLP				X
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm				X
23.2	Consent of Freed Maxick CPAs, P.C.				X
23.3	Consent of Sidley Austin LLP (included in Exhibit 5.1)				X
24.1	Power of Attorney (included on signature pages hereto)				X



SIDLEY AUSTIN LLP
 1501 K STREET, N.W.
 WASHINGTON, D.C. 20005
 +1 202 736 8000
 +1 202 736 8711 FAX

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FOUNDED 1866

June 26, 2017

Athenex, Inc.
 1001 Main Street, Suite 600
 Buffalo, NY 14203

Re: 14,414,989 Shares of Common Stock, \$0.001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Athenex, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 14,414,989 shares of Common Stock, \$0.001 par value per share (the "Registered Shares"), of the Company which may be issued under the Company's 2004 Common Unit Option Plan, 2007 Common Unit Option Plan, 2013 Common Stock Option Plan, 2017 Omnibus Incentive Plan and 2017 Employee Stock Purchase Plan (each individually, a "Plan", and collectively, the "Plans").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's certificate of incorporation, the Plans, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plans and the resolutions adopted by the stockholders of the Company relating to the 2017 Omnibus Incentive Plan and the 2017 Employee Stock Purchase Plan. We have also examined and relied upon originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Sidley Austin (DC) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practicing in affiliation with other Sidley Austin partnerships.

June 26, 2017

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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of 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 Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 1, 2017, relating to the consolidated financial statements and consolidated financial statement schedules of Athenex, Inc. and subsidiaries (the "Company") (which report expresses an unqualified opinion and includes an explanatory paragraph regarding a going concern uncertainty), appearing in Registration Statement No. 333-217928 for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

Williamsville, New York
June 26, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Athenex, Inc.
Buffalo, New York

We consent to the incorporation by reference in this Registration Statement (No. 333-) on Form S-8 of Athenex, Inc. (the Company) of our report dated December 13, 2016, relating to the combined financial statements of Polymed Therapeutics, Inc. (Polymed) and Chongqing Taihao Pharmaceutical Co. Ltd. (Taihao) as of and for the years ended December 31, 2014 and 2013, appearing in the prospectus filed by the Company pursuant to Rule 424(b) under the Securities Act, on June 15, 2017, relating to the registration statement on Form S-1, as amended (File No. 333-217928) filed by the Company on June 2, 2017.

/s/ Freed Maxick CPAs, P.C.

Buffalo, New York
June 26, 2017