

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Kiniksa Pharmaceuticals, Ltd.**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction of incorporation or organization)

**98-1327726**

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

**Clarendon House  
2 Church Street  
Hamilton HM11, Bermuda  
+1 (441) 295-5950**

(Address of Principal Executive Offices) (Zip Code)

**Kiniksa Pharmaceuticals, Ltd. 2015 Equity Incentive Plan  
Kiniksa Pharmaceuticals, Ltd. 2018 Incentive Award Plan  
Kiniksa Pharmaceuticals, Ltd. 2018 Employee Share Purchase Plan**  
(Full title of the plans)

**Kiniksa Pharmaceuticals, Corp.  
100 Hayden Avenue  
Lexington, MA 02421**

(Name and address for agent for service)

**(781) 431-9100**

(Telephone number, including area code, of agent for service)

**Copy to:**

**Johan V. Brigham  
Nathan Ajiashvili  
Stephen W. Ranere**

Latham & Watkins LLP  
200 Clarendon Street, 27<sup>th</sup> Floor  
Boston, Massachusetts 02116  
(617) 948-6000

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" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common shares, par value \$0.000273235 per share	4,702,190 shares(2)	\$ 5.41(3)	\$ 25,438,848	\$ 3,168
Class A common shares, par value \$0.000273235 per share	5,721,000 shares(4)	\$ 18.00(5)	\$ 102,978,000	\$ 12,821
Class A common shares, par value \$0.000273235 per share	934,000 shares(6)	\$ 18.00(7)	\$ 16,812,000	\$ 2,094

- (1) Pursuant to Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover additional Class A common shares, par value \$0.000273235 per share, of Kiniksa Pharmaceuticals, Ltd. ("Common Shares") which become issuable under the Kiniksa Pharmaceuticals, Ltd. 2015 Equity Incentive Plan (the "2015 Plan"), the Kiniksa Pharmaceuticals, Ltd. 2018 Incentive Award Plan (the "2018 Plan") and the Kiniksa Pharmaceuticals, Ltd. 2018 Employee Share Purchase Plan (the "ESPP") by reason of any share split, share dividend, recapitalization or other similar transaction.
- (2) Consists of Common Shares subject to outstanding share options under the 2015 Plan as of May 24, 2018. To the extent share options outstanding under the 2015 Plan are forfeited, lapse unexercised or are settled in cash, the Common Shares subject to the share options will be available for future issuance under the 2018 Plan.
- (3) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$5.41 per share for outstanding share options granted under the 2015 Plan.
- (4) Consists of 4,466,500 Common Shares initially available for issuance under the 2018 Plan and an additional 1,056,000 Common Shares that may become issuable under the 2018 Plan pursuant to its terms.
- (5) With respect to shares available for future issuance, estimated in accordance with Rule 457(c) and 457(h) of the Securities Act for purposes of calculating the registration fee, the Proposed Maximum Offering Price Per Share is \$18.00, which is the initial public offering price set forth on the cover page of the Registrant's prospectus dated May 23, 2018, relating to its initial public offering of Common Shares.
- (6) Consists of 670,000 Common Shares initially available for issuance under the ESPP and an additional 264,000 Common Shares that may become issuable under the ESPP pursuant to its terms.

(7) With respect to shares available for future issuance, estimated in accordance with Rule 457(c) and 457(h) of the Securities Act for purposes of calculating the registration fee, the Proposed Maximum Offering Price Per Share is \$18.00, which is the initial public offering price set forth on the cover page of the Registrant's prospectus dated May 23, 2018, relating to its initial public offering of Common Shares.

---

---

## PART I

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

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents, which have been filed with the Commission by Kiniksa Pharmaceuticals, Ltd. (the "Registrant"), pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Registrant's prospectus filed with the Commission pursuant to Rule 424(b) promulgated under the Securities Act on May 24, 2018, in connection with the registration statement on Form S-1, as amended (Reg. No. 333-224488), in which there is set forth the audited financial statements for the Registrant's fiscal year ended December 31, 2017; and
- (b) the description of the Registrant's Common Shares contained in the prospectus included in the Registrant's registration statement on Form S-1, as amended (Reg. No. 333-224488), which description is incorporated by reference into the Form 8-A (File No. 001-38492) filed with the Commission on May 14, 2018, pursuant to the Exchange Act, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or 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 amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement, except as to specific section of such statements as set forth therein.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

#### **Item 4. Description of Securities.**

Not applicable.

2

---

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

Not applicable.

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

Section 98 of the Companies Act provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the company. Section 98 further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to section 281 of the Companies Act.

The Registrant has adopted provisions in its bye-laws that provide that the Registrant shall indemnify its officers and directors in respect of their actions and omissions, except in respect of their fraud or dishonesty. The Registrant's bye-laws provide that the shareholders waive all claims or rights of action that they might have, individually or in right of the Registrant, against any of the Registrant's directors or officers for any act or failure to act in the performance of such director's or officer's duties, except in respect of any fraud or dishonesty of such director or officer. Section 98A of the Companies Act permits the Registrant to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not the Registrant may otherwise indemnify such officer or director. The Registrant will maintain a general liability insurance policy that covers certain liabilities of directors and officers of the Registrant arising out of claims based on acts or omissions in their capacities as directors or officers.

The Registrant has entered into indemnification agreements with each of its directors and officers. These indemnification agreements may require the Registrant, among other things, to indemnify its directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of its directors or officers, or any other company or enterprise to which the person provides services at its request.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<a href="#">Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on April 27, 2018)</a>
4.2	<a href="#">Memorandum of Association of the Registration (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on April 27, 2018)</a>
4.3	<a href="#">Specimen Share Certificate evidencing the Class A common shares (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on May 14, 2018)</a>
4.4	<a href="#">Second Amended and Restated Investors' Rights Agreement, dated as of February 9, 2018 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on April 27, 2018)</a>

3

---

5.1*	<a href="#">Opinion of Conyers Dill &amp; Pearman</a>
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</a>
23.2*	<a href="#">Consent of Conyers Dill &amp; Pearman (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included in the signature pages to this Registration Statement)</a>
99.1	<a href="#">2015 Equity Incentive Plan, as amended and form of award agreements thereunder (incorporated by reference to Exhibit 10.1 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on May 14, 2018)</a>
99.2	<a href="#">2018 Incentive Award Plan and form of award agreements thereunder (incorporated by reference to Exhibit 10.2 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on May 14, 2018)</a>
99.3	<a href="#">2018 Employee Share Purchase Plan (incorporated by reference to Exhibit 10.14 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-224488) filed on May 14, 2018)</a>

\* 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 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% 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) of this section 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 periodic 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, 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

4

(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 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.

(h) 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.

5

### 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 New York, New York on this 24<sup>th</sup> day of May 2018.

#### KINIKSA PHARMACEUTICALS, LTD.

By: /s/ Sanj K. Patel  
Name: Sanj K. Patel  
Title: Chief Executive Officer and Chairman of the Board

6

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sanj K. Patel and Chris Heberlig, and each of them, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this Registration Statement, and any and all amendments thereto (including post-effective amendments), and to file the same, with exhibits and schedules 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 necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sanj K. Patel</u> Sanj K. Patel	Chief Executive Officer and Chairman of the Board (principal executive officer)	May 24, 2018
<u>/s/ Chris Heberlig</u> Chris Heberlig	Chief Financial Officer (principal financial and accounting officer)	May 24, 2018
<u>/s/ Felix J. Baker</u> Felix J. Baker	Director	May 24, 2018
<u>/s/ Stephen R. Biggar</u> Stephen R. Biggar	Director	May 24, 2018
<u>/s/ Thomas R. Malley</u> Thomas R. Malley	Director	May 24, 2018
<u>/s/ Tracey L. McCain</u> Tracey L. McCain	Director	May 24, 2018
<u>/s/ Kimberly J. Popovits</u> Kimberly J. Popovits	Director	May 24, 2018

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the Registrant has signed this registration statement, on this 24<sup>th</sup> day of May 2018.

KINIKSA PHARMACEUTICALS, CORP.

By: /s/ Sanj K. Patel

Sanj K. Patel  
Chief Executive Officer

**Conyers Dill & Pearman Limited**  
 Clarendon House, 2 Church Street  
 PO Box HM 666  
 Hamilton HM CX, Bermuda  
 Tel: +1 (441) 295 1422  
 Fax: +1 (441) 292 4720  
[conyersdill.com](http://conyersdill.com)

BERMUDA  
 BRITISH VIRGIN ISLANDS  
 CAYMAN ISLANDS  
 DUBAI  
 HONG KONG  
 LONDON  
 MAURITIUS  
 SINGAPORE



Conyers Dill & Pearman

24 May 2018

Matter No.:883185  
 Doc Ref: 5903805

441 298 7889  
[Sarah.lusher@conyersdill.com](mailto:Sarah.lusher@conyersdill.com)

Kiniksa Pharmaceuticals, Ltd.  
 Clarendon House  
 2 Church Street  
 Hamilton HM 11  
 Bermuda

Dear Sirs,

Re: **Kiniksa Pharmaceuticals, Ltd. (the "Company")**

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on form S-8 filed with the Securities and Exchange Commission (the "Commission") on 24 May 2018 (the "Registration Statement", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "Securities Act") of 11,357,190 Class A common shares of the Company, par value US\$0.000273235 per share of the Company ("Common Shares") issuable pursuant to the Kiniksa Pharmaceuticals, Ltd. 2015 Equity Incentive Plan, as amended (the "2015 Plan"), the Kiniksa Pharmaceuticals, Ltd. 2018 Incentive Award Plan (the "2018 Plan") and the Kiniksa Pharmaceuticals, Ltd. 2018 Employee Stock Purchase Plan (the "ESPP"), including any Shares issuable by reason of any share split, share dividend, recapitalization or other similar transaction (the 2015 Plan, 2018 Plan and ESPP collectively, the "Plans" which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on 23 May 2018, minutes of a meeting of its directors held on 10 May 2018, written resolutions of the shareholders of the Company dated 11 May 2018 (the "Resolutions") and such other

---

documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken; (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plans and other documents reviewed by us; (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings and remain in full force and effect and have not been rescinded or amended; (e) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein; (f) the validity and binding effect under the laws of the Delaware of each of the 2018 Plan and ESPP in accordance with its terms; (g) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein; (h) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof; (i) that the Company's Common Shares are listed on the Nasdaq Global Select Market and the Bermuda Monetary Authority will not have revoked or amended its consent to the issue of the Common Shares; (j) that, at the time of issuance of any Common Shares, the Company will have sufficient authorised but unissued Common Shares to effect the issue of each Common Share when issued; and (k) that, at the time of issuance of any award under the Plans, the Company will be able to pay its liabilities as they become due.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plans and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of

2. When issued and paid for in accordance with the terms of the Plans, the Common 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 shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in 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,  
**Conyers Dill & Pearman Limited**

/s/Sarah Lusher

---

Sarah Lusher  
Associate

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Kiniksa Pharmaceuticals, Ltd. of our report dated February 27, 2018, except for the effects of the reverse share split discussed in Note 14 to the consolidated financial statements, as to which the date is May 14, 2018, relating to the financial statements, which appears in Kiniksa Pharmaceuticals, Ltd.'s Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-224488).

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
May 24, 2018

---