
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
(808) 451-3453
(Address of Principal Executive Offices) (Zip Code)

Kiniksa Pharmaceuticals, Ltd. 2018 Incentive Award Plan
(Full title of the plan)

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)

Copies to:

Johan V. Brigham
Latham & Watkins LLP
200 Clarendon Street
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, 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 new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,787,900 Class A common shares of Kiniksa Pharmaceuticals, Ltd. (the “Registrant”) to be issued pursuant to the Registrant’s 2018 Equity Incentive Plan (the “2018 Plan”). Registration Statements of the Registrant on Forms S-8 relating to the same employee benefit plan are effective.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8**

Except as set forth below, the contents of the Registration Statements on Form S-8 (Reg. Nos. [333-225196](#), [333-237589](#), [333-253514](#) and [333-262971](#)) filed with the Securities and Exchange Commission relating to the 2018 Plan are incorporated by reference herein.

Item 8. Exhibits.

Number	Description
4.1	Amended and Restated Bye-Laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38492) filed on May 29, 2018)
4.2	Memorandum of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-224488) filed on April 27, 2018)
5.1+	Opinion of Conyers Dill & Pearman Limited, counsel to the Registrant
23.1+	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2+	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)
24.1+	Power of attorney (included on signature pages below)
99.1	Kiniksa Pharmaceuticals, Ltd. 2018 Incentive Award Plan, and the form of share option grant notice and option agreement, form of restricted share grant notice and restricted share agreement, and form of restricted share unit grant notice and restricted share unit agreement thereunder (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38492) filed on May 4, 2020).
99.2	2018 Incentive Award Plan; Sub-Plan for UK Employees, and the form of share option grant notice for UK participants (incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-229394) filed on January 28, 2019)
99.3	Form of Restricted Share Unit Grant Notice for UK participants under the 2018 Incentive Award Plan; Sub-Plan for UK Employees (incorporated by reference to Exhibit 99.3 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-237589) filed on April 7, 2020)
99.5	2018 Incentive Award Plan forms of share option grant notice and share option agreement for German participants, restricted share grant notice and restricted share agreement for German participants, and restricted share unit grant notice and restricted share unit agreement for German participants (incorporated by reference to Exhibit 10.27 to the Registrant's Annual Report on Form 10-K (File No. 001-38492) filed on March 12, 2019)
107.1+	Filing Fee Table.

+ Filed herewith

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, on this 2nd day of March, 2023.

KINIKSA PHARMACEUTICALS, LTD.

By: /s/ Sanj K. Patel

Sanj K. Patel

Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sanj K. Patel and Mark Ragosa, or either of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to file and sign any and all amendments, including post-effective amendments, to this registration statement, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully 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 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.

SIGNATURE	TITLE	DATE
/s/ Sanj K. Patel Sanj K. Patel	Chief Executive Officer and Chairman of the Board (<i>principal executive officer</i>)	March 2, 2023
/s/ Mark Ragosa Mark Ragosa	SVP, Chief Financial Officer (<i>principal financial officer</i>)	March 2, 2023
/s/ Michael R. Megna Michael R. Megna	Group VP, Finance and Chief Accounting Officer (<i>principal accounting officer</i>)	March 2, 2023
/s/ Felix J. Baker Felix J. Baker	Lead Independent Director	March 2, 2023
/s/ Stephen R. Biggar Stephen R. Biggar	Director	March 2, 2023
/s/ G. Bradley Cole G. Bradley Cole	Director	March 2, 2023
/s/ Richard S. Levy Richard S. Levy	Director	March 2, 2023
/s/ Thomas R. Malley Thomas R. Malley	Director	March 2, 2023
/s/ Tracey L. McCain Tracey L. McCain	Director	March 2, 2023
/s/ Kimberly J. Popovits Kimberly J. Popovits	Director	March 2, 2023
/s/ Barry D. Quart Barry D. Quart	Director	March 2, 2023

U.S. AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the duly authorized representative in the United States of the Registrant has signed this registration statement, on this 2nd day of March 2023.

KINIKSA PHARMACEUTICALS CORP.

By: /s/ Sanj K. Patel

Sanj K. Patel

Chief Executive Officer

CONYERS

CONYERS DILL & PEARMAN LIMITED

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda
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conyers.com

2 March 2023

Matter No.:710974
Doc Ref: 22253540.2

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 2 March 2023 (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 2,787,900 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. 2018 Incentive Award Plan (the "2018 Plan", 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), including any Common Shares issuable by reason of any share split, share dividend, recapitalization or other similar transaction.

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the 2018 Plan. We have also reviewed the memorandum of association and the bye-laws of the Company, resolutions of the Company's board of directors adopted on 10 May 2018 and on 24 February 2023, written resolutions of the shareholders of the Company dated 11 May 2018 (together all such resolutions, 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 2018 Plan and other documents reviewed by us; (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings or by unanimous consent 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 State of Delaware of the 2018 Plan 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 2018 Plan, 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 2018 Plan 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 Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the 2018 Plan, 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,

/s/ Conyers Dill & Pearman Limited

Conyers Dill & Pearman Limited

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 March 2, 2023 relating to the financial statements, which appears in Kiniksa Pharmaceuticals, Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 2, 2023

Calculation of Filing Fee Tables

S-8
(Form Type)

Kiniksa Pharmaceuticals, Ltd.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common shares, par value \$0.000273235 per share	Rule 457(c) and Rule 457(h)	2,787,900 ⁽²⁾	\$ 13.09 ⁽³⁾	\$ 36,493,611.00	0.0001102	\$ 4,021.60
Total Offering Amounts					<u>\$ 36,493,611.00</u>		<u>\$ 4,021.60</u>
Total Fee Offsets⁽⁴⁾							<u>-</u>
Net Fee Due							<u>\$ 4,021.60</u>

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Kiniksa Pharmaceuticals, Ltd. 2018 Incentive Award Plan (the "2018 Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2) Consists of 2,787,900 Class A common shares that may become issuable under the 2018 Plan pursuant to its terms.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Class A common shares as reported on the Nasdaq Global Select Market on February 24, 2023.

(4) The Registrant does not have any fee offsets.