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

POST-EFFECTIVE AMENDMENT NO. 1 TO:
FORM S-8 REGISTRATION STATEMENT NO. 333-225196
FORM S-8 REGISTRATION STATEMENT NO. 333-237589
FORM S-8 REGISTRATION STATEMENT NO. 333-253514
FORM S-8 REGISTRATION STATEMENT NO. 333-262971
FORM S-8 REGISTRATION STATEMENT NO. 333-270226
FORM S-8 REGISTRATION STATEMENT NO. 333-277480

UNDER
THE SECURITIES ACT OF 1933

Kiniksa Pharmaceuticals International, plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation or organization)

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

Third Floor
23 Old Bond Street
London, W1S 4PZ, England, United Kingdom
(781) 431-9100

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

Kiniksa Pharmaceuticals Corp.
100 Hayden Avenue
Lexington, MA 02421
(781) 431-9100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Marko S. Zatylny
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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 | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input 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.

EXPLANATORY NOTE

These post-effective amendments (the “**Post-Effective Amendments**”) are being filed pursuant to Rule 414 of the Securities Act of 1933, as amended (the “**Securities Act**”), by Kiniksa Pharmaceuticals International, plc, a public limited company incorporated under the laws of England and Wales (“**New Kiniksa**” or the “**registrant**”), as the successor issuer to Kiniksa Pharmaceuticals, Ltd., a Bermuda exempted company limited by shares (“**Old Kiniksa**”). Such succession occurred following the effectiveness, on June 27, 2024 (the “**Effective Time**”), of a Bermuda court-approved scheme of arrangement (the “**Scheme**”), pursuant to which Old Kiniksa became a wholly owned subsidiary of New Kiniksa for the purpose of changing the place of incorporation of the parent company of the Kiniksa group of companies from Bermuda to the United Kingdom (the “**Redomiciliation**”). Pursuant to the Scheme, each Class A common share, par value \$0.000273235 per share (the “**Old Kiniksa Class A Shares**”), Class A1 common share, par value \$0.000273235 per share (the “**Old Kiniksa Class A1 Shares**”), Class B common share, par value \$0.000273235 per share (the “**Old Kiniksa Class B Shares**”), and Class B1 common share, nominal value \$0.000273235 per share (the “**Old Kiniksa Class B1 Shares**”, and together with the Old Kiniksa Class A Shares, the Old Kiniksa Class A1 Shares and the Old Kiniksa Class B Shares, the “**Old Kiniksa Shares**”), in each case, of Old Kiniksa was exchanged for one share of the equivalent class of Class A ordinary shares, nominal value \$0.000273235 per share (the “**New Kiniksa Class A Shares**”), Class A1 ordinary shares, nominal value \$0.000273235 per share (the “**New Kiniksa Class A1 Shares**”), Class B ordinary shares, nominal value \$0.000273235 per share (the “**New Kiniksa Class B Shares**”), Class B1 ordinary shares, nominal value \$0.000273235 per share (the “**New Kiniksa Class B1 Shares**”), in each case, of New Kiniksa. Upon completion of the Redomiciliation, the historical consolidated financial statements of Old Kiniksa became the historical consolidated financial statements of New Kiniksa. You should refer to the SEC filings of Old Kiniksa incorporated by reference into these post-effective amendments for additional information about New Kiniksa, including the risk factors and financial information included in such filings.

These Post-Effective Amendments pertain to the adoption by New Kiniksa of each of the following Registration Statements on Form S-8 (collectively, the “**Registration Statements**”) all purposes under the Securities Act and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”):

1. Registration Statement No. 333-225196, registering (i) 4,702,190 Old Kiniksa Class A Shares issuable under Old Kiniksa’s 2015 Equity Incentive Plan (the “**2015 Plan**”), (ii) 5,721,000 Old Kiniksa Class A Shares issuable under Old Kiniksa’s 2018 Incentive Award Plan (the “**2018 Plan**”) and (iii) 934,000 Old Kiniksa Class A Shares issuable under Old Kiniksa’s 2018 Employee Share Purchase Plan (the “**ESPP**”) was filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on May 24, 2018.
2. Registration Statement No. 333-237589, registering 2,925,000 Old Kiniksa Class A Shares issuable under the 2018 Plan was filed with the SEC on April 7, 2020.
3. Registration Statement No. 333-253514, registering (i) 2,728,601 Old Kiniksa Class A Shares issuable under the 2018 Plan and (ii) 130,000 Old Kiniksa Class A Shares issuable under the ESPP was filed with the SEC on February 25, 2021.
4. Registration Statement No. 333-262971, registering (i) 2,762,416 Old Kiniksa Class A Shares issuable under the 2018 Plan and (ii) 90,000 Old Kiniksa Class A Shares issuable under the ESPP was filed with the SEC on February 24, 2022.
5. Registration Statement No. 333-270226, registering 2,787,900 Old Kiniksa Class A Shares issuable under the 2018 Plan was filed with the SEC on March 2, 2023.
6. Registration Statement No. 333-277480, registering (i) 2,818,425 Old Kiniksa Class A Shares issuable under the 2018 Plan and (ii) 215,000 Old Kiniksa Class A Shares issuable under the ESPP was filed with the SEC on February 28, 2024.

In connection with the Redomiciliation, New Kiniksa assumed the sponsorship of, and all rights and obligations under, the 2015 Plan, the 2018 Plan and the 2018 ESPP (collectively, the “**Kiniksa Equity Incentive Plans**”), including all awards outstanding under the Kiniksa Equity Incentive Plans, such that New Kiniksa Class A Shares will be issued in lieu of Old Kiniksa Class A Shares upon the exercise of any share options or the vesting and settlement of any awards under the Kiniksa Equity Incentive Plans.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plans covered by these Post-Effective Amendments pursuant to Rule 428(b)(1) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by these Post-Effective Amendments pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Exchange Act, and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the “**Commission**”). The following documents, which have been filed with the Commission, are incorporated in these Post-Effective Amendments by reference:

- (a) Old Kiniksa’s [Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on February 28, 2024](#), and any amendment thereto.
- (b) Old Kiniksa’s [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, filed with the Commission on April 25, 2024](#), and any amendment thereto.
- (c) Old Kiniksa’s Current Reports on Form 8-K filed with the Commission on [March 29, 2024](#), [June 5, 2024](#) and [June 14, 2024](#) (other than portions of those documents furnished or otherwise not deemed to be filed).
- (d) The registrant’s Current Report on Form 8-K12B, filed with the Commission on [June 28, 2024](#).
- (e) The description of the securities contained in [Exhibit 4.2](#) to the registrant’s Current Report on Form 8-K12B, filed with the Commission on June 28, 2024.

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 to these Post-Effective Amendments 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 these Post-Effective Amendments and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of these Post-Effective Amendments 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 statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of these Post-Effective Amendments.

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 following is only a general summary of certain aspects of English law and the registrant's articles of association (the "**Articles of Association**") that are related to the indemnification of directors and officers, and it does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of the U.K. Companies Act 2006 (the "**Companies Act**") and of the Articles of Association.

New Kiniksa's articles of association confer an indemnity on its directors and Secretary (and the directors and secretary of subsidiary undertakings) as permitted by the U.K. Companies Act 2006, which prescribes that such an indemnity may only permit a company to pay the costs or discharge the liability of a director or the Secretary to a person other than the company or an associated company and that any such indemnity does not apply in respect of any liability of the director or the Secretary to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature or any liability in defending criminal proceedings in which the director or Secretary is convicted or in defending civil proceedings brought by the company or an associated company in which judgment is given against him or in connection with an application for relief in which the court refuses to grant relief. This restriction does not apply to executives who are not directors or the Secretary of New Kiniksa. Any provision which seeks to indemnify a director or secretary of a U.K. company over and above this shall be void under English law, whether contained in its articles of association or any contract between the director and the company.

U.K. companies may take out directors and officers liability insurance, as well as other types of insurance, for their directors and officers. New Kiniksa maintains a directors' and officers' liability policy for such a purpose.

New Kiniksa has entered into indemnification agreements with its directors and executive officers. These agreements require New Kiniksa to indemnify these individuals to the fullest extent permitted under English law against liabilities that may arise by reason of their service to New Kiniksa, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, executive officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, New Kiniksa has been advised that, in the opinion of the Commission, such indemnification is against public policy and is therefore unenforceable.

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any statute, provision of the Articles of Association, agreement, vote of shareholders or disinterested directors or otherwise.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Filed/Furnished Herewith |
|----------------------|---|---------------------------|---------------------------|----------------------|--------------------------|
| | | Form | File No. | Exhibit | |
| 4.1 | Articles of Association of Kiniksa Pharmaceuticals International, plc | 8-K12B | 001-38492 | 3.1 | 6/28/24 |
| 5.1 | Opinion of Ropes & Gray International LLP | | | | * |
| 10.1 | 2015 Equity Incentive Plan | 8-K12B | 001-38492 | 10.3 | 6/28/24 |
| 10.2 | 2018 Incentive Award Plan and forms of award agreement thereunder | 8-K12B | 001-38492 | 10.4 | 6/28/24 |
| 10.3 | 2018 Incentive Award Plan; Sub-Plan for UK Employees and forms of award agreement thereunder | 8-K12B | 001-38492 | 10.5 | 6/28/24 |
| 10.4 | 2018 Incentive Award Plan forms of option grant notice and 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 | 8-K12B | 001-38492 | 10.6 | 6/28/24 |
| 10.5 | 2018 Incentive Award Plan forms of option grant notice and option agreement for Swiss participants, restricted share grant notice and restricted share agreement for Swiss participants, and restricted share unit grant notice and restricted share unit agreement for Swiss participants | 8-K12B | 001-38492 | 10.7 | 6/28/24 |
| 10.6 | 2018 Employee Share Purchase Plan | 8-K12B | 001-38492 | 10.8 | 6/28/24 |
| 10.7 | Offering document under the 2018 Employee Share Purchase Plan | 8-K12B | 001-38492 | 10.9 | 6/28/24 |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm | | | | * |
| 23.2 | Consent of Ropes & Gray International LLP (included in Exhibit 5.1) | | | | * |
| 24.1 | Powers of Attorney (incorporated by reference to the signature page hereto)* | | | | * |

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 these Registration Statements:

- (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 Statements (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 Statements. 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 a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statements; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statements or any material change to such information in the Registration Statements; *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 1934 Act that are incorporated by reference in the Registration Statements.

(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.

(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 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in the Registration Statements shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 28th day of June 2024.

KINIKSA PHARMACEUTICALS INTERNATIONAL, PLC

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.

| <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 (<i>principal executive officer</i>) | June 28, 2024 |
| <u>/s/ Mark Ragosa</u> Mark Ragosa | SVP, Chief Financial Officer (<i>principal financial officer</i>) | June 28, 2024 |
| <u>/s/ Michael R. Megna</u> Michael R. Megna | Group VP, Finance and Chief Accounting Officer (<i>principal accounting officer</i>) | June 28, 2024 |
| <u>/s/ Felix J. Baker</u> Felix J. Baker | Lead Independent Director | June 28, 2024 |
| <u>/s/ Stephen R. Biggar</u> Stephen R. Biggar | Director | June 28, 2024 |
| <u>/s/ G. Bradley Cole</u> G. Bradley Cole | Director | June 28, 2024 |
| <u>/s/ Richard S. Levy</u> Richard S. Levy | Director | June 28, 2024 |
| <u>/s/ Thomas R. Malley</u> Thomas R. Malley | Director | June 28, 2024 |
| <u>/s/ Tracey L. McCain</u> Tracey L. McCain | Director | June 28, 2024 |
| <u>/s/ Kimberly J. Popovits</u> Kimberly J. Popovits | Director | June 28, 2024 |
| <u>/s/ Barry D. Quart</u> Barry D. Quart | Director | June 28, 2024 |

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 28th day of June 2024.

KINIKSA PHARMACEUTICALS CORP.

By: /s/ Sanj K. Patel

Sanj K. Patel
Chief Executive Officer



ROPES & GRAY
60 LUDGATE HILL
LONDON EC4M 7AW
UNITED KINGDOM
WWW.ROPESGRAY.COM

28 June 2024

Kiniksa Pharmaceuticals International, plc
Third Floor, 23 Old Bond Street,
London, United Kingdom, W1S 4PZ

Re: Post-Effective Amendment No. 1 to Registration Statements on Form S-8

Ladies and Gentlemen:

1. Introduction

We have acted as English law legal advisers to Kiniksa Pharmaceuticals International, plc, a public limited company incorporated under the laws of England and Wales (the “**Company**”), in connection with Post-Effective Amendment No. 1 to the following Registration Statements on Form S-8 (the “**Post-Effective Amendments**”):

1.1 Registration Statement No. 333-225196, registering (i) 4,702,190 Class A common share, par value \$0.000273235 per share (“**Old Kiniksa Class A Shares**”) issuable by Kiniksa Pharmaceuticals, Ltd., a Bermuda exempted company limited by shares (“**Old Kiniksa**”) under the 2015 Equity Incentive Plan (the “**2015 Plan**”), (ii) 5,721,000 Old Kiniksa Class A Shares issuable under Old Kiniksa’s 2018 Incentive Award Plan (the “**2018 Plan**”) and (iii) 934,000 Old Kiniksa Class A Shares issuable under Old Kiniksa’s 2018 Employee Share Purchase Plan (the “**ESPP**”) which was filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 24 May 2018;

1.2 Registration Statement No. 333-237589, registering 2,925,000 Old Kiniksa Class A Shares issuable under the 2018 Plan which was filed with the Commission on 7 April 2020;

1.3 Registration Statement No. 333-253514, registering (i) 2,728,601 Old Kiniksa Class A Shares issuable under the 2018 Plan and (ii) 130,000 Old Kiniksa Class A Shares issuable under the ESPP which was filed with the Commission on 25 February 2021;

1.4 Registration Statement No. 333-262971, registering (i) 2,762,416 Old Kiniksa Class A Shares issuable under the 2018 Plan and (ii) 90,000 Old Kiniksa Class A Shares issuable under the ESPP which was filed with the Commission on 24 February 2022;

1.5 Registration Statement No. 333-270226, registering 2,787,900 Old Kiniksa Class A Shares issuable under the 2018 Plan which was filed with the Commission on 2 March 2023; and

1.6 Registration Statement No. 333-277480, registering (i) 2,818,425 Old Kiniksa Class A Shares issuable under the 2018 Plan and (ii) 215,000 Old Kiniksa Class A Shares issuable under the ESPP which was filed with the Commission on 28 February 2024,

(as each is amended through the date hereof) (the “**Registration Statement**”) to be filed by the Company (as successor issuer to Old Kiniksa pursuant to Rule 414 under the Securities Act of 1933, as amended (the “**Securities Act**”) with the Commission under the Securities Act, in connection with (i) the assumption by the Company of the sponsorship of, the 2015 Plan, the 2018 Plan and the 2018 ESPP (collectively, the “**Kiniksa Equity Incentive Plans**”), including all awards outstanding under the Kiniksa Equity Incentive Plans, such that A ordinary shares with a nominal value of \$0.000273235 per share in the capital of the Company (the “**Shares**”) will be issued in lieu of Old Kiniksa Class A Shares upon the exercise of any share options or the vesting and settlement of any awards under the Kiniksa Equity Incentive Plans, (ii) the change in the Company’s jurisdiction from Bermuda to England and Wales to keep the Registration Statement from being misleading in any material respect and (iii) that the Company will issue the Shares in lieu of the Old Kiniksa Class A Shares.

Ropes & Gray International LLP is a limited liability partnership registered in Delaware, United States of America and is a recognised body authorised and regulated by the Solicitors Regulation Authority (with registered number 521000).

2. Documents Examined and Searches conducted

2.1 For the purpose of giving this opinion, we have examined the following documents and records, and made the following searches and enquiries:

- (a) a copy of the Registration Statement to be filed with the Securities and Exchange Commission on 28 June 2024, as amended;
- (b) copies of the Company's certificate of incorporation and articles of association, each existing as at the date of this opinion;
- (c) copies of the minutes of the general meeting of the shareholders of the Company held on 27 June 2024;
- (d) copies of the written resolutions of the board of directors of the Company dated 28 June 2024;
- (e) the results of our online search on 28 June 2024 at 8.00 a.m. (UK) of the Company's public records held by the UK Registrar of Companies (the "**Company Search**"); and
- (f) the results of our enquiry by telephone at the Companies Court in London of the Central Index of Winding Up Petitions on 28 June 2024 at 11.21 a.m. (UK) with respect to the Company (the "**Winding up Search**").

2.2 The documents, records, searches and enquiries referred to above are the only documents and records we have examined and the only searches and enquiries we have carried out for the purposes of giving this opinion.

3. Scope

3.1 This opinion is limited to (i) the laws of England and Wales as applied by the English courts as at the date of this letter; and (ii) those facts and circumstances which exist as at the date of this letter and we do not undertake to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in law or HM Revenue & Customs practice which may occur after the date of this letter, or to inform the addressees of any change in circumstances happening after the date of this letter which would alter the opinions expressed in this letter. We have not investigated, and do not express or imply any opinion in relation to, the laws of any other jurisdiction and we do not express any opinion on European Community law as it affects any jurisdiction other than England and Wales.

3.2 We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this letter that may affect the opinion expressed herein.

3.3 The opinion given in this letter is strictly limited to the matters stated in paragraph 5 and does not extend to, and is not to be read as extended by implication to, any other matters. We have not been responsible for verifying whether statements of fact (including, without limitation, foreign law), opinion or intention in the documents referred to in paragraph 2.1 above or any related documents are accurate, complete or reasonable. We express no opinion as to whether a foreign court (applying its own conflict law) will act in accordance with any agreement by the Company in connection with the issuance of the Shares as to jurisdiction and/or law. To the extent that the laws of any foreign jurisdictions may be relevant, we have made no independent investigation of such laws, and this opinion is subject to the effect of such laws. We express no opinion as to matters of fact.

3.4 This opinion shall be governed by and construed in accordance with English law.

4. Assumptions

In giving this opinion, we have assumed:

4.1 the genuineness of all signatures, stamps and seals on, and the authenticity, accuracy and completeness of, all documents submitted to us (whether as originals or copies and whether in electronic form or otherwise) and that such documents remain accurate, up to date and have not been amended or any provision thereof varied or waived since the date of submission to us;

4.2 that all copy documents submitted to us are complete and conform to the originals;

4.3 that on each date of the allotment and issue of the Shares (each an “**Allotment Date**”) the Company has complied with all applicable laws to allot and issue the Shares and the Company has received such amounts as are necessary to fully pay the nominal value of the Shares and any applicable share premium;

4.4 that the information revealed by the Company Search was and remains complete, accurate and up to date in all respects as at the date of this letter and will so remain as at the Allotment Dates;

4.5 that the information revealed by our Winding up Search was accurate in all respects and has not since the time of such enquiry been altered;

4.6 that no additional matters would have been disclosed by company searches at the UK Registrar of Companies or the Companies Court being carried out since the carrying out of the searches and enquiries referred to in paragraph 2.1 above which would affect the opinion stated below and that the particulars disclosed by our searches and enquiries are true, accurate, complete and up to date;

4.7 that no step has been taken to wind up, strike off or dissolve the Company or appoint an administrator or receiver or nominee or supervisor in respect of a company voluntary arrangement or similar official in respect of the Company or any of its assets or revenues or to obtain a moratorium which has not been revealed by our searches referred to above;

4.8 that the term “non-assessable”, which has no recognised meaning in English law, for the purposes of this letter means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder’s status as a holder of such Shares, for additional assessments or calls for further funds by the Company or any other person; and

4.9 that the directors as at the time of the Allotment Dates will be duly authorised pursuant to the articles of association of the Company as in force at the time of the Allotment Dates, the Companies Act 2006 and any relevant authority given by the members of the Company in a general meeting to allot and issue Shares on a non pre-emptive basis.

5. Opinion

Based upon the foregoing and subject to any matters not disclosed to us and to the assumptions and qualifications set out in this letter, we are of the opinion that the Shares will be duly authorised, validly issued, fully paid and non-assessable when: (i) the Post-Effective Amendments, shall have become effective under the Securities Act; (ii) the Shares are paid for in accordance with the rules of the applicable Kiniksa Equity Incentive Plan and (iii) valid entries in the books and registers of the Company have been made.

6. Qualifications

The opinion given in this letter is subject to the qualifications and reservations set out below.

6.1 The Company Search is not capable of revealing conclusively whether or not:

- (a) a winding-up order has been made or a resolution passed for the winding up of the Company;
- (b) an administration order has been made;

- (c) a receiver, administrative receiver, administrator or liquidator has been appointed; or
- (d) a court order has been made under the Cross Border Insolvency Regulations 2006,

since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, there may be a delay in the relevant notice appearing on the file of the company concerned.

In addition, the Company Search is not capable of revealing, prior to the making of the relevant order or the appointment of an administrator otherwise taking effect, whether or not a winding-up petition or an application for an administration order has been presented, or whether or not any documents for the appointment of, or notice of intention to appoint, an administrator under paragraphs 14 or 22 of Schedule B1 to the Insolvency Act 1986 has been filed with the court.

6.2 The Winding up Search relates only to the presentation of (i) a petition for the making of a winding-up order or the making of a winding-up order by a court, (ii) an application to the High Court of Justice in London for the making of an administration order and the making by such court of an administration order, and (iii) a notice of intention to appoint an administrator or a notice of appointment of an administrator filed at the High Court of Justice in London. It is not capable of revealing conclusively whether or not such a winding-up petition, application for an administration order, notice of intention or notice of appointment has been presented or winding-up or administration order granted, because:

- (a) details of a winding-up petition or application for an administration order may not have been entered on the records of the Central Index of Winding Up Petitions immediately;
- (b) in the case of an application for the making of an administration order and such order and the presentation of a notice of intention to appoint or notice of appointment, if such application is made to, order made by or notice filed with, a court other than the High Court of Justice in London, no record of such application, order or notice will be kept by the Central Index of Winding Up Petitions;
- (c) a winding-up order or administration order may be made before the relevant petition or application has been entered on the records of the Central Index of Winding Up Petitions, and the making of such order may not have been entered on the records immediately;
- (d) details of a notice of intention to appoint an administrator or a notice of appointment of an administrator under paragraphs 14 and 22 of Schedule B1 of the Insolvency Act 1986 may not be entered on the records immediately (or, in the case of a notice of intention to appoint, at all); and
- (e) with regard to winding-up petitions, the Central Index of Winding Up Petitions may not have records of winding-up petitions issued prior to 1994.

7. Consent to Filing

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal matters." 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 or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray International LLP

Ropes & Gray International LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-225196, 333-237589, 333-253514, 333-262971, 333-270226 and 333-277480) of Kiniksa Pharmaceuticals International, plc of our report dated February 28, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting of Kiniksa Pharmaceuticals, Ltd., which appears in Kiniksa Pharmaceuticals, Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
June 28, 2024
