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

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

ALTIMMUNE, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation) | 20-2726770 (I.R.S. Employer Identification No.) |
| 910 Clopper Road Suite 201S Gaithersburg, Maryland (Address of principal executive offices) | 20878 (Zip Code) |

ALTIMMUNE, INC.
2019 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plan)

Jerome Durso
Chief Executive Officer
Altimune, Inc.
910 Clopper Road, Suite 201S
Gaithersburg, Maryland
Telephone: (240) 654-1450
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Joseph Theis, Jr.
Justin Anslow
Goodwin Procter LLP
100 Northern Ave
Boston, MA 02210
Telephone: (617) 570-1000

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

Accelerated filer

Non-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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers an additional 705,327 shares of the Registrant's common stock, \$0.0001 par value per share ("Common Stock") under the Altimune, Inc. 2019 Employee Stock Purchase Plan, as amended (the "2019 ESPP"). The additional shares are of the same class as other securities relating to the 2019 ESPP for which the Registrant's registration statement filed on Form S-8 filed with the Securities and Exchange Commission on April 4, 2019 (Registration No. [333-230722](#)) (the "Registration Statement"), is effective. The information contained in the Registration Statement is hereby incorporated by reference pursuant to General Instruction E.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------------|---|
| 4.1 | <u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on October 18, 2017).</u> |
| 4.2 | <u>Certificate of Amendment to Amended and Restated Certificate of Incorporation regarding a reverse stock split (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on September 13, 2018).</u> |
| 4.3 | <u>Certificate of Amendment to Amended and Restated Certificate of Incorporation regarding an increase in authorized shares (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on September 13, 2018).</u> |
| 4.4 | <u>Certificate of Amendment to Amended and Restated Certificate of Incorporation regarding an increase in authorized shares (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on April 16, 2026).</u> |
| 4.5 | <u>Amended and Restated Bylaws of the Registrant (incorporated by reference to the Current Report on Form 8-K (File No. 001-32587) filed with the Securities and Exchange Commission on October 18, 2017).</u> |
| <u>5.1*</u> | <u>Opinion of Goodwin Procter LLP.</u> |
| <u>23.1*</u> | <u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u> |
| <u>23.2*</u> | <u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u> |
| <u>24.1*</u> | <u>Power of Attorney (included on signature page).</u> |
| 99.1 | <u>2019 Employee Stock Purchase Plan (incorporated by reference to the Registration Statement on Form S-8 (File No. 333-230722) filed with the Securities and Exchange Commission on April 4, 2019).</u> |
| <u>107*</u> | <u>Filing Fee Table</u> |

* Filed herewith

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 Gaithersburg, State of Maryland, on the 13th day of May, 2026.

ALTIMMUNE, INC.

By: /s/ Jerome Durso
Jerome Durso
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Jerome Durso and Gregory Weaver as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

| Name | Title | Date |
|---|---|--------------|
| <u>/s/ Jerome Durso</u> Jerome Durso | Chairman of the Board of Directors, President and Chief Executive Officer <i>(Principal Executive Officer)</i> | May 13, 2026 |
| <u>/s/ Gregory Weaver</u> Gregory Weaver | Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | May 13, 2026 |
| <u>/s/ John Gill</u> John Gill | Director | May 13, 2026 |
| <u>/s/ Philip Hodges</u> Philip Hodges | Director | May 13, 2026 |
| <u>/s/ Diane Jorkasky, M.D.</u> Diane Jorkasky, M.D. | Director | May 13, 2026 |
| <u>/s/ Teri Lawver</u> Teri Lawver | Director | May 13, 2026 |
| <u>/s/ Wayne Pisano</u> Wayne Pisano | Director | May 13, 2026 |
| <u>/s/ Mitchel Sayare, Ph.D.</u> Mitchel Sayare, Ph.D. | Director | May 13, 2026 |
| <u>/s/ Klaus O. Schafer, M.D.</u> Klaus O. Schafer, M.D. | Director | May 13, 2026 |
| <u>/s/ Catherine Sohn, Pharm D.</u> Catherine Sohn, Pharm D. | Director | May 13, 2026 |



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

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+1 617 570 1000

May 13, 2026

Altimmune, Inc.
910 Clopper Road Suite 201S
Gaithersburg, Maryland

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 705,327 shares (the "Shares") of Common Stock, par value \$0.0001 per share ("Common Stock"), of Altimmune, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Employee Stock Purchase Plan, as amended (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Altimune, Inc. 2019 Employee Stock Purchase Plan, as amended, of our report dated March 6, 2026, with respect to the consolidated financial statements of Altimune, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey
May 13, 2026
