

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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

ALPINE IMMUNE SCIENCES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-8969493
(I.R.S. Employer
Identification No.)

**201 Elliott Avenue West, Suite 230
Seattle, Washington 98119**
(Address of principal executive offices, including zip code)

2018 Equity Incentive Plan
(Full title of the plans)

Mitchell H. Gold, M.D.
Executive Chairman and Chief Executive Officer
**201 Elliott Avenue West, Suite 230
Seattle, Washington 98119
(206) 788-4545**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Patrick J. Schultheis
Michael Nordtvedt
Bryan D. King
Wilson Sonsini Goodrich & Rosati Professional
Corporation
701 Fifth Avenue, Suite 5100
Seattle, WA 98104
(206) 883-2500**

**Paul Rickey
Alpine Immune Sciences, Inc.
201 Elliott Avenue West, Suite 230
Seattle, WA 98119
(206) 788-4545**

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," "smaller reporting 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 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)(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share:				
—Reserved for issuance under the 2018 Equity Incentive Plan	692,710	\$6.85 (3)	\$4,745,064	\$576
TOTAL:	692,710		\$4,745,064	\$576

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the 2018 Equity Incentive Plan (the “2018 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) Represents 692,710 additional shares of common stock reserved for issuance as a result of the annual evergreen increase pursuant to the 2018 Plan.
- (3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee on the basis of \$6.85, the average of the high and low prices of the common stock, as reported on the Nasdaq Global Market on March 11, 2019.
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ALPINE IMMUNE SCIENCES, INC.
REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class for which the Registration Statement on Form S-8 relating to its 2018 Plan is effective. Accordingly, the contents of the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "Commission") on June 21, 2018 (File No. 333-225792) (the "Previous Form S-8"), including periodic reports filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8 (the "Registration Statement").

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on March 18, 2019;
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Act"), since the end of the fiscal year covered by the Registrant's Annual Report referred to in (1) above; and
- (3) The description of the Registrant's common stock contained in the Registration Statement on Form 8-A12B filed on June 16, 2015 (File No. 001-37449) with the Commission, including any amendment or report filed for the purpose of updating such description.

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

Under no circumstances will any information furnished under current items 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 8. Exhibits.

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filing Date
			File No.	Exhibit	
4.1	Form of Common Stock Certificate of Alpine Immune Sciences, Inc.	10-K	001-37449	4.1	March 28, 2018
4.2	2018 Equity Incentive Plan	8-K	001-37449	10.1	June 14, 2018
4.3	Form of Stock Option Agreement under the 2018 Equity Incentive Plan	8-K	001-37449	10.2	June 14, 2018
5.1†	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation				
23.1†	Consent of Independent Registered Public Accounting Firm				
23.2†	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (Contained in Exhibit 5.1 hereto)				
24.1†	Power of Attorney (Contained on signature page hereto)				

† Filed herewith.

Signature	Title	Date
<u>/s/ Mitchell H. Gold, M.D.</u> Mitchell H. Gold, M.D.	Executive Chairman and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 18, 2019
<u>/s/ Paul Rickey</u> Paul Rickey	Senior Vice President and Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	March 18, 2019
<u>/s/ Jay Venkatesan, M.D.</u> Jay Venkatesan, M.D.	Director	March 18, 2019
<u>/s/ James Topper, M.D., Ph.D.</u> James Topper, M.D., Ph.D.	Director	March 18, 2019
<u>/s/ Robert Conway</u> Robert Conway	Director	March 18, 2019
<u>/s/ Peter Thompson, M.D.</u> Peter Thompson, M.D.	Director	March 18, 2019
<u>/s/ Paul Sekhri</u> Paul Sekhri	Director	March 18, 2019
<u>/s/ Christopher Peetz</u> Christopher Peetz	Director	March 18, 2019
<u>/s/ Min Cui, Ph.D.</u> Min Cui, Ph.D.	Director	March 18, 2019

March 18, 2019

Alpine Immune Sciences, Inc.
201 Elliott Avenue West, Suite 230
Seattle, Washington 98119

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Alpine Immune Sciences, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of 692,710 shares of your common stock, par value \$0.001 per share (the "Shares") to be issued pursuant to the 2018 Equity Incentive Plan (the "Plan"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plan and pursuant to the agreements that accompany the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH &
ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich &
Rosati, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2018 Equity Incentive Plan of Alpine Immune Sciences, Inc. of our report dated March 18, 2019, with respect to the consolidated financial statements of Alpine Immune Sciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington
March 18, 2019