

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

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**ALTERITY THERAPEUTICS LIMITED**  
(Exact name of registrant as specified in its charter)

**Australia**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

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

**Level 3, 460 Bourke Street**  
**Melbourne, VIC 3000, Australia**  
(Address of Principal Executive Offices) (Zip Code)

**2018 AMERICAN DEPOSITORY SHARE (ADS) OPTION PLAN**  
(Full title of the plans)

**Puglisi & Associates**  
**850 Library Avenue, Suite 204**  
**P.O. Box 885**  
**Newark, Delaware 19715**  
(Name and address of agent for service)

**Tel. (302) 738-6680**  
(Telephone number, including area code, of agent for service)

**Copies to:**

**David Rodda, Esq.**  
**Quinert Rodda & Associates Pty Ltd.**  
**PO Box 16109, Collins Street West, Vic 8007, Australia**  
**Tel: (61 3) 8692 9000**  
**Fax: (61 3) 8692 9040**

**Steven J. Glusband, Esq.**  
**Carter Ledyard & Milburn LLP**  
**2 Wall Street**  
**New York, NY 10005**  
**Tel: 212-238-8605**  
**Fax: 212-732-3232**

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 type="checkbox"/>
Non-accelerated filer	<input checked="" 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.

## CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share<sup>(3)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(3)</sup></b>	<b>Amount of registration fee<sup>(2)</sup></b>
Ordinary Shares, no par value <sup>(1)(2)</sup>	97,500,000	\$ 2.26	\$ 3,672,000.00	\$ 476.69

- (1) American Depositary Shares (“ADSs”) (evidenced by American Depositary Receipts, each representing sixty ordinary shares, no par value (“Ordinary Shares”)), have been registered on a separate registration statement on Form F-6 filed with the Securities and Exchange Commission on August 28, 2006, as amended on December 21, 2007 and November 6, 2014 (File No. 333-199907).
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of the Registrant’s ordinary shares, no par value (the “Ordinary Shares”) that may be offered or issued pursuant to the 2018 American Depositary Share (ADS) Option Plan (the “2018 Plan”) by reason of stock splits, stock dividends or similar transactions.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$2.26, the average of the high and low prices of the Registrant’s ADSs as reported on The NASDAQ Capital Market on September 17, 2020.

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**This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.**

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## EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 is to register an additional 97,500,000 Ordinary Shares for issuance under the 2018 Plan.

In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (Files No. 333-228671 and 333-153669) filed with the Securities and Exchange Commission on December 4, 2018 and September 25, 2008, respectively, are incorporated herein by reference and the information required by Part II is omitted, except to the extent superseded hereby or supplemented by the information set forth below.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. Incorporation of Documents by reference.**

The Registrant hereby incorporates by reference the following documents:

- (a) The Registrant's Annual Report on Form 20-F for the year ended June 30, 2020; and
- (b) The Registrant's Report on Form 6-K filed with the Commission on September 18, 2020.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (prior to filing of a post-effective amendment which 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. 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 this Registration Statement 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.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it complies with 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 Melbourne, Australia, on September 23, 2020.

By: /s/ Geoffrey Kempler  
Geoffrey Kempler  
Chairman of the Board of Directors and  
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Geoffrey Kempler and Kathryn Andrews, and each of them, as his true and lawful attorney in fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities indicated on September 23, 2020.

<b><u>Signature</u></b>	<b><u>Title</u></b>
<u>/s/ Geoffrey P. Kempler</u> Geoffrey P. Kempler	Chairman of the Board of Directors and Chief Executive Officer
<u>/s/ Kathryn J.E. Andrews</u> Kathryn J. E. Andrews	Chief Financial Officer
<u>/s/ Lawrence Gozlan</u> Lawrence Gozlan	Director
<u>/s/ Peter Marks</u> Peter Marks	Director
<u>/s/ Brian D. Meltzer</u> Brian D. Meltzer	Director
<u>/s/ David A. Sinclair</u> David A. Sinclair	Director
<u>/s/ Tristan Edwards</u> Tristan Edwards	Director
Puglisi & Associates	Authorized Representative in the United States
By: <u>/s/ Greg Lavelle</u> Name: Greg Lavelle Title: Managing Director	

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	<a href="#"><u>Constitution of Registrant</u></a> <sup>(1)</sup>
4.2	<a href="#"><u>Deposit Agreement dated March 23, 2001 and as amended on January 2, 2008, among the Registrant and the Bank of New York, as Depositary, and owners and holders of ADRs issued thereunder, including the Form of ADRs</u></a> <sup>(2)</sup>
4.3	<a href="#"><u>2018 American Depository Share (ADS) Option Plan</u></a> <sup>(3)</sup>
5.1	<a href="#"><u>Opinion of Quinert Rodda &amp; Associates Pty Ltd. regarding legality of the securities being registered</u></a>
23.1	<a href="#"><u>Consent of PricewaterhouseCoopers, Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>Consent of Quinert Rodda &amp; Associates Pty Ltd. (contained in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included in the signature page to the Registration Statement).</u></a>

- (1) Incorporated by reference to the Registrant's Registration Statement on Form 20-F for the year ended June 30, 2009 (File No. 000-49843).
- (2) Incorporated by reference to the Form F-6 Registration Statement filed with the Securities and Exchange Commission on November 6, 2014 (File No. 333-199907).
- (3) Incorporated by reference to Exhibit 4.3 of Form S-8 Registration Statement filed with the Securities and Exchange Commission on December 4, 2018 (File No. 333-228671).

## LETTERHEAD OF QUINERT RODDA &amp; ASSOCIATES

Alterity Therapeutics Limited  
Level 3, 460 Bourke Street  
Melbourne, VIC 3000, Australia

September 23, 2020

Dear Sir and Madam,

**RE: REGISTRATION STATEMENT ON FORM S-8**

We are acting as Australian counsel to Alterity Therapeutics Limited ACN 080 699 065, an Australian company (the "Company") in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended, relating to 97,500,000 of the Company's ordinary shares, no par value (the "Shares"), issuable upon the exercise of options previously granted or that will be granted in the future under the Company's 2018 American Depositary Share (ADS) Option Plan (the "Plan"). The Shares may be represented by the Company's American Depositary Shares, evidenced by American Depositary Receipts ("ADRs"), each of which represents sixty (60) ordinary shares, under the Company's Deposit Agreement.

This opinion which shall be governed by and construed in accordance with the laws of Victoria, Australia, is given only with respect to Australian law that is in effect on the date of this opinion. We have not investigated the laws of any jurisdiction other than Australia. We express no opinion as to tax law or international law. We have assumed that any applicable law (other than Australian law) does not affect this opinion.

We are qualified to practice law in Victoria, Australia and do not express any opinions in this letter concerning any laws other than the laws of Australia to the extent necessary to render the opinions set forth herein. We are not opining on, and we assume no responsibility as to the applicability to or effect on any of the matters covered herein of the laws of any jurisdiction.

We are of the opinion that the Shares, when issued and paid for pursuant to the terms of the Plan and the grants thereunder, will be legally and validly issued, fully paid and non-assessable.

This opinion speaks solely as of its date and we undertake no obligation to advise you of any changes (including but not limited to any subsequently enacted, published or reported laws, regulations or individual decisions) that may occur or come to our attention after the date hereof.

This opinion letter is furnished at your request and is solely for your benefit and may not be used, circulated, quoted or referred to by you or by any other person or entity or for any other purpose without our express prior written consent.

We consent to the filing of this opinion as an exhibit to the Registration Statement. 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 of 1933, as amended.

Yours faithfully,

QUINERT RODDA & ASSOCIATES

/s/ David Rodda  
DAVID RODDA

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Alterity Therapeutics Limited of our report dated September 15, 2020 relating to the financial statements, which appears in Alterity Therapeutics Limited's Annual Report on Form 20-F for the year ended June 30, 2020.

/s/ PricewaterhouseCoopers  
PricewaterhouseCoopers  
Melbourne, Australia

September 23, 2020