

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

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

**ADAPTIVE BIOTECHNOLOGIES CORPORATION**

(Exact name of Registrant as specified in its charter)

<b>Washington</b> (State or other jurisdiction of incorporation or organization)	<b>27-0907024</b> (I.R.S. Employer Identification Number)
<b>1165 Eastlake Avenue East</b> <b>Seattle, Washington</b> (Address of Principal Executive Offices)	<b>98109</b> (Zip Code)

**Adaptive Biotechnologies Corporation 2019 Equity Incentive Plan**

**Adaptive Biotechnologies Corporation 2019 Employee Stock Purchase Plan**

(Full Title of the Plans)

**Chad Robins**  
**Chief Executive Officer**  
**Adaptive Biotechnologies Corporation**  
**1165 Eastlake Avenue East**  
**Seattle, Washington 98109**  
**(206) 659-0067**

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

*Copies to:*

**Andrew Ledbetter**  
**DLA Piper LLP (US)**  
**701 Fifth Avenue, Suite 6900**  
**Seattle, Washington 98104**  
**Telephone: (206) 839-4800**  
**Facsimile: (206) 839-4801**

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 checked="" type="checkbox"/>	Accelerated filer	<input 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.

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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering an additional 22,982,932 shares of the common stock of Adaptive Biotechnologies Corporation (the "Company"), par value \$0.0001 per share ("Common Stock"), issuable under the following employee benefit plans for which a registration statement of the Company on Form S-8 (File No. 333-232495) (the "Prior Registration Statement") is effective: (i) the 2019 Equity Incentive Plan (the "2019 EIP"), which, as a result of the operation of automatic annual increases provided for therein on January 1, 2020, January 1 2021, and January 1, 2023, added 20,299,501 shares of Common Stock, and (ii) the 2019 Employee Stock Purchase Plan (the "ESPP"), which, as a result of the operation of automatic annual increases provided for therein on January 1, 2020 and January 1, 2023, added 2,683,431 shares of Common stock. In accordance with Instruction E of Form S-8, the contents of the Prior Registration Statement is incorporated herein by reference and made a part of this Registration Statement on Form S-8.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Not filed as part of this Registration Statement pursuant to the instructions to Part I of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Company pursuant to the Securities Act of 1933, as amended (the "Securities Act") and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this registration statement:

- (a) The Company's Annual Report on Form [10-K](#) for the fiscal year ended December 31, 2022 filed with the Commission on February 14, 2023; and
- (b) The Company's registration statement on Form [8-A](#) (File No. 001-38957) filed with the Commission on June 26, 2019 pursuant to Section 12(b) of the Exchange Act, relating to the Company's common stock, including all other amendments and reports filed for the purpose of updating such description.

All documents that the registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement (except for any portions of the registrant's current reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission) and prior to the filing of a post-effective amendment to this registration statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into 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 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. 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.

##### **Item 4. Description of Securities.**

Not applicable.

##### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

##### **Item 6. Indemnification of Directors and Officers.**

RCW 23B.08.320 permits a Washington corporation to, through its articles of incorporation, eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for conduct as a director, except for the following:

- acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director;
  - conduct violating RCW 23B.08.310 relating to unlawful distributions;
  - any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled; and
  - any act or omission occurring prior to the date when the provision in the articles of incorporation eliminating or limiting liability becomes effective.
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RCW 23B.08.510 authorizes a Washington corporation to indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

- the individual acted in good faith;
- the individual reasonably believed (a) in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interests and (b) in all other cases, that the individual's conduct was at least not opposed to its best interests; and
- in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

Notwithstanding the foregoing, a Washington corporation may not indemnify a director under RCW 23B.08.510 in connection with (a) a proceeding by or on behalf of the corporation in which the director was adjudged liable to the corporation or (b) any other proceeding charging improper personal benefit to the director, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director. Additionally, where a proceeding is by or on behalf of the corporation, the indemnification permitted under RCW 23B.08.510 is limited to reasonable expenses incurred in connection with the proceeding.

RCW 23B.08.520 mandates a Washington corporation to indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding, unless such indemnification is limited in the corporation's articles of incorporation. Our amended and restated articles of incorporation do not contain any such limitation.

RCW 23B.08.540 permits court-ordered indemnification, unless a corporation's articles of incorporation provide otherwise. Pursuant to this provision, in the absence of a contrary provision in a corporation's articles of incorporation, a director who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction, and such court may order indemnification or advance of expenses if it makes certain determinations.

Under RCW 23B.08.570, unless a corporation's articles of incorporation provide otherwise, an officer of a Washington corporation who is not a director is also entitled to mandatory indemnification under RCW 23B.08.520 and court-ordered indemnification under RCW 23B.08.540, each of which sections are summarized above, to the same extent as a director. Further, a Washington corporation may indemnify an officer, employee or agent of the corporation under RCW 23B.08.510, to the same extent as a director.

RCW 23B.08.580 permits a corporation to purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee or agent of the corporation, or who while a director, officer, employee or agent of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify such individual against the same liability under RCW 23B.08.510 and 23B.08.520.

Our amended and restated articles of incorporation and our amended and restated bylaws provide that we will indemnify our directors and officers to the fullest extent permitted under Washington law.

We have entered into indemnification agreements with certain of our current directors and executive officers, and may enter into indemnification agreements with future directors and executive officers, to provide such directors and officers, additional contractual assurances regarding the scope of the indemnification set forth in our amended and restated articles of incorporation and our amended and restated bylaws and to provide additional procedural protections.

We may also purchase and maintain liability insurance on behalf of our directors, officers, employees and agents. We currently maintain a liability insurance policy pursuant to which our directors and officers may be indemnified against liability incurred as a result of serving in their capacities as directors and officers, subject to certain exclusions, including liabilities under the Securities Act.

#### **Item 7. Exemption from Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.**

The following Exhibits are being filed as part of this Registration Statement:

Exhibit Number	Exhibit Title	Filed/Furnished Herewith				
			Form	File No.	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Articles of Incorporation</a>		8-K	001-38957	3.1	7/1/2019
4.2	<a href="#">Amended and Restated Bylaws</a>		8-K	001-38957	3.2	7/1/2019
5.1	<a href="#">Opinion of DLA Piper LLP (US)</a>	X				



<hr/> <i>/s/ Peter Neupert</i> Peter Neupert	Director	February 14, 2023
<hr/> <i>/s/ Katey Owen</i> Katey Owen	Director	February 14, 2023
<hr/> <i>/s/ Michael Pellini</i> Michael Pellini, MD	Director	February 14, 2023
<hr/> <i>/s/ Leslie Trigg</i> Leslie Trigg	Director	February 14, 2023

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DLA Piper LLP (US)  
701 Fifth Avenue, Suite 6900  
Seattle, Washington 98104-7044  
www.dlapiper.com

T 206.839.4800  
F 206.839.4801

February 14, 2023

Adaptive Biotechnologies Corporation  
1165 Eastlake Avenue East  
Seattle, Washington 98109

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel for Adaptive Biotechnologies Corporation, a Washington corporation (the "**Company**"), in connection with the preparation and filing of the Registration Statement on Form S-8 (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), with respect to the issuance from time to time of up to an aggregate of 22,982,932 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share (the "**Common Stock**"), pursuant to awards granted or to be granted under the Adaptive Biotechnologies Corporation 2019 Equity Incentive Plan (the "**2019 EIP**") and the Adaptive Biotechnologies Corporation 2019 Employee Stock Purchase Plan (the "**ESPP**" and together with the 2019 EIP, the "**Plans**").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have examined such instruments, documents and records as we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. As to matters of fact relevant to our opinion set forth below, we have relied, without independent investigation, on certificates of public officials and of officers of the Company. We express no opinion concerning any law other than the laws of the State of Washington.

On the basis of the foregoing, we are of the opinion that, when the Shares are issued and paid for in accordance with the terms of the Plans, they will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within 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.

Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, or the Registration Statement. This opinion is rendered as of the date hereof, and we assume no obligation to advise you of any fact, circumstance, event or development that may hereafter be brought to our attention whether or not such occurrence would alter, affect or modify the opinion expressed herein.

Very truly yours,

/s/ DLA Piper LLP (US)

DLA Piper LLP (US)

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Adaptive Biotechnologies Corporation 2019 Equity Incentive Plan and Adaptive Biotechnologies Corporation 2019 Employee Stock Purchase Plan of our reports dated February 14, 2023, with respect to the consolidated financial statements of Adaptive Biotechnologies Corporation, and the effectiveness of internal control over financial reporting of Adaptive Biotechnologies Corporation included in this Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington  
February 14, 2023

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**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Adaptive Biotechnologies Corporation**  
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed maximum offering price per unit	Maximum aggregate offering price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2019 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	20,299,501 <sup>(2)</sup>	\$8.67 <sup>(4)</sup>	\$175,996,674	\$110.20 per \$1,000,000	\$19,394.83
Equity	Common stock, \$0.0001 par value per share, reserved for issuance pursuant to the 2019 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	2,683,431 <sup>(3)</sup>	\$7.37 <sup>(5)</sup>	\$19,776,886	\$110.20 per \$1,000,000	\$2,179.41
Total Offering Amounts			22,982,932		\$195,773,560		\$21,574.24
Total Fee Offsets							0
Net Fee Due							\$21,574.24

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of common stock.
- (2) Reflects automatic annual increases on each of January 1, 2020, January 1, 2021, and January 1, 2023 to the number of shares of the Registrant’s common stock reserved for issuance under the Adaptive Biotechnologies Corporation 2019 Equity Incentive Plan (the “2019 EIP”), which annual increases are provided for in the 2019 EIP.
- (3) Reflects automatic annual increases on January 1, 2020 and January 1, 2023, to the number of shares of the Registrant’s common stock reserved for issuance under the Adaptive Biotechnologies Corporation 2019 Employee Stock Purchase Plan (the “ESPP”), which annual increase is provided for in the ESPP.

- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act on the basis of \$8.67 per share, which represents the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 13, 2023.
  - (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, and based on 85% of \$8.67 per share, which represents the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 13, 2023.
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