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

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

Apollo Medical Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

95-4472349
(I.R.S. Employer Identification No.)

1668 S. Garfield Avenue, 2nd Floor
Alhambra, California 91801
(Address of principal executive offices) (Zip code)

Apollo Medical Holdings, Inc. 2015 Equity Incentive Plan (as amended)
(Full title of the plan)

Thomas Lam
Co-Chief Executive Officer and President
Apollo Medical Holdings, Inc.
1668 S. Garfield Avenue, 2nd Floor
Alhambra, California 91801
(626) 282-0288
(Name, address, and telephone number, including area code, of agent for service)

Copies to:
Jurgita Ashley
Thompson Hine LLP
3900 Key Center
27 Public Square
Cleveland, Ohio 44114
(216) 566-5500

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.

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

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants, as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement on Form S-8 ("Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, will constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by Apollo Medical Holdings, Inc. (the "Registrant") with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- our [Annual Report on Form 10-K for the year ended December 31, 2022](#) filed with the SEC on March 1, 2023 (including the information incorporated by reference therein from the Registrant’s [Definitive Proxy Statement on Schedule 14A](#), filed on April 28, 2023), as amended by [Amendment No. 1 on Form 10-K/A](#), filed with the SEC on August 9, 2023;
- our [Quarterly Report on Form 10-Q for the quarter ended March 31, 2023](#) filed with the SEC on May 10, 2023, as amended by [Amendment No. 1 on Form 10-Q/A](#), filed with the SEC on August 9, 2023, and our [Quarterly Report on Form 10-Q for the quarter ended June 30, 2023](#) filed with the SEC on August 9, 2023;
- our Current Reports on Form 8-K filed with the SEC on [January 11, 2023](#), [February 8, 2023](#), [February 23, 2023](#), [March 13, 2023](#), [May 8, 2023](#), [June 7, 2023](#), [June 16, 2023](#), [July 12, 2023](#), [July 31, 2023](#), [August 7, 2023](#) (first filing), [August 7, 2023](#) (second filing) (as amended by the Form 8-K/A filed [August 9, 2023](#)), [September 8, 2023](#) and [September 13, 2023](#) (excluding any information furnished in such reports under Item 2.02, Item 7.01 or Item 9.01); and
- the description of our common stock set forth in [Exhibit 4.10](#) of our Annual Report on Form 10-K for the year ended December 31, 2019, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information “furnished” to the Commission) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will 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 that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as 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.

Section 102 of the Delaware General Corporation Law (the “DGCL”) permits a corporation to, among other things, eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his or her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any threatened, pending or completed action, suit or proceeding to which he or she was or is a party, or is threatened to be made a party, by reason of such position, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification will be made with respect to any claim, issue or matter as to which such person has been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court deems proper.

The Registrant’s Restated Bylaws, as amended, allow for, and the Registrant’s Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), provides for, indemnification of the Registrant’s current and former directors, officers, committee members or representatives to the fullest extent permitted by the DGCL. In addition, the Registrant’s Certificate of Incorporation provides that, to the fullest extent permitted by the DGCL, a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director. These indemnification provisions may be sufficiently broad to permit indemnification of the Registrant’s officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

The Registrant has entered into indemnification agreements with certain directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Certificate of Incorporation and to provide additional procedural protections. The Registrant’s directors and officers are also covered by insurance policies maintained by the Registrant against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on January 21, 2015).
4.2	Certificate of Amendment of Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on April 27, 2015).
4.3	Certificate of Amendment of Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on December 13, 2017).

4.4	Certificate of Amendment of Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed June 21, 2018).
4.5	Restated Bylaws (as amended) (incorporated herein by reference to Exhibit 3.2 to the Registrant’s Quarterly Report on Form 10-Q filed on May 15, 2018).
4.6	Amendment to Sections 3.1 and 3.2 of Article III of Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on June 21, 2018).
4.7	Certificate of Designation of Series A Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on October 19, 2015).
4.8	Amended and Restated Certificate of Designation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on April 4, 2016).
5.1	Opinion of Thompson Hine LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Thompson Hine LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page to this Registration Statement).
99.1	Apollo Medical Holdings, Inc. 2015 Equity Incentive Plan (as amended) (incorporated herein by reference to Annex A to the Registrant’s Definitive Proxy Statement on Schedule 14A filed on April 29, 2021).
107	Filing Fee Table.

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 this Registration Statement:

(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 Statement (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 Statement. 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 20% change in the maximum aggregate offering price set forth in the “Calculation of Filing Fee Tables” or “Calculation of Registration Fee” table, as applicable, in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and 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 Exchange Act that are incorporated by reference in the Registration Statement.

(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 Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement 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, 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 Alhambra, State of California, on November 3, 2023.

APOLLO MEDICAL HOLDINGS, INC.

By: /s/ Thomas Lam
 Thomas Lam, M.D., M.P.H.
 Co-Chief Executive Officer and President
 (Principal Executive Officer)

By: /s/ Brandon Sim
 Brandon Sim
 Co-Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Thomas S. Lam, M.D., M.P.H. and Brandon Sim, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, and any subsequent registration statements pursuant to Rule 462 of the Securities Act, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, 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 persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
By: <u>/s/ Thomas S. Lam</u> Thomas S. Lam, M.D., M.P.H.	Co-Chief Executive Officer (Principal Executive Officer), President, and Director	November 3, 2023
By: <u>/s/ Brandon Sim</u> Brandon Sim	Co-Chief Executive Officer (Principal Executive Officer)	November 3, 2023
By: <u>/s/ Chandan Basho</u> Chandan Basho	Chief Financial Officer and Chief Strategy Officer (Principal Financial Officer)	November 3, 2023
By: <u>/s/ John Vong</u> John Vong	Chief Accounting Officer (Principal Accounting Officer)	November 3, 2023
By: <u>/s/ Kenneth Sim</u> Kenneth Sim, M.D.	Executive Chairman, Director	November 3, 2023
By: <u>/s/ John Chiang</u> John Chiang	Director	November 3, 2023
By: <u>/s/ Weili Dai</u> Weili Dai	Director	November 3, 2023
By: <u>/s/ J. Lorraine Estradas</u> J. Lorraine Estradas, R.N., B.S.N., M.P.H.	Director	November 3, 2023
By: <u>/s/ Mitchell W. Kitayama</u> Mitchell W. Kitayama	Director	November 3, 2023
By: <u>/s/ Linda Marsh</u> Linda Marsh	Director	November 3, 2023
By: <u>/s/ Matthew Mazdyasni</u> Matthew Mazdyasni	Director	November 3, 2023
By: <u>/s/ David G. Schmidt</u> David G. Schmidt	Director	November 3, 2023



ATLANTA

CINCINNATI

COLUMBUS

NEW YORK

CHICAGO

CLEVELAND

DAYTON

WASHINGTON, D.C.

November 3, 2023

Apollo Medical Holdings, Inc.
1668 S. Garfield Avenue, 2nd Floor
Alhambra, California 91801

Re: Registration Statement on Form S-8 — Apollo Medical Holdings, Inc. 2015 Equity Incentive Plan (as amended)

Ladies and Gentlemen:

Apollo Medical Holdings, Inc., a Delaware corporation (the “Company”), is filing with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the issuance of up to 2,000,000 shares of common stock, par value \$0.001 per share, of the Company (the “Common Stock”), issuable pursuant to the Company’s 2015 Equity Incentive Plan (as amended) (the “Plan”), including 679,850 shares of Common Stock issuable pursuant to outstanding stock options granted under the Plan, as well as the authorized forms of stock option, restricted stock or other applicable award agreements under the Plan (collectively, the “Award Agreements”).

Item 601 of Regulation S-K and the instructions to Form S-8 require that an opinion of counsel concerning the legality of the securities to be registered be filed as an exhibit to a Form S-8 registration statement if the securities are original issue shares. This opinion is provided in satisfaction of that requirement as it relates to the Registration Statement.

In rendering this opinion, we have examined copies of (a) the Company’s Restated Certificate of Incorporation (as amended) and Restated Bylaws (as amended), each in the form filed as exhibits with the Commission, (b) the Plan, in the form filed as an exhibit with the Commission, and (c) such other records and documents as we have deemed advisable in order to render this opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, and the conformity to the originals or certified copies of all documents submitted to us as copies thereof.

As a result of the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, under the laws of the State of Delaware, when issued pursuant to and in accordance with the Plan and the applicable Award Agreements, the shares of Common Stock that are the subject of the Registration Statement will be validly issued, fully paid, and non-assessable.

In rendering this opinion, we have assumed that the resolutions authorizing the Company to issue the shares of Common Stock pursuant to the Plan and the applicable Award Agreements will be in full force and effect at all times at which the shares of Common Stock are issued by the Company and that the Company will take no action inconsistent with such resolutions. We have further assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors in accordance with applicable law. We have also assumed that each award agreement setting forth the terms of each outstanding stock option under the Plan is consistent with the Plan and has been duly authorized and validly executed and delivered by the parties thereto.

Our opinion expressed above is limited to the General Corporation Laws of the State of Delaware, as currently in effect, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

This opinion letter speaks only as of the date hereof. 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 opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion letter 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 or the rules and regulations of the Commission.

Very truly yours,

/s/ Thompson Hine LLP

Thompson Hine LLP

THOMPSON HINE LLP
ATTORNEYS AT LAW

3900 Key Center
127 Public Square
Cleveland, Ohio 44114-1291

www.ThompsonHine.com
O: 216.566.5500
F: 216.566.5800

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Apollo Medical Holdings, Inc. 2015 Equity Incentive Plan (as amended) of our report dated March 1, 2023, except for effects of the restatement discussed in Note 1, as well as the reportable segments disclosures discussed in Note 21, as to which the date is August 9, 2023, with respect to the consolidated financial statements of Apollo Medical Holdings, Inc. and our report dated March 1, 2023, except for the effect of the material weakness described in the third paragraph of such report, as to which the date is August 9, 2023, with respect to the effectiveness of internal control over financial reporting of Apollo Medical Holdings, Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst and Young LLP

Los Angeles, California
November 3, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Apollo Medical Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other ⁽³⁾	1,320,150 ⁽²⁾	\$30.05 ⁽³⁾	\$39,670,507.50	\$147.60 per \$1,000,000	\$5,855.37
Equity	Common Stock, \$0.001 par value per share	Other ⁽⁵⁾	679,850 ⁽⁴⁾	\$30.81 ⁽⁵⁾	\$20,946,178.50	\$147.60 per \$1,000,000	\$3,091.66
Total Offering Amounts							\$8,947.03
Total Fee Offsets							N/A
Net Fee Due							\$8,947.03

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) also covers an indeterminate number of shares of common stock, par value \$0.001 per share (“Common Stock”), of Apollo Medical Holdings, Inc. that may be offered or issued under the Apollo Medical Holdings, Inc. 2015 Equity Incentive Plan (as amended) (the “2015 Plan”) as a result of any adjustment to prevent dilution by reason of any stock dividend, stock split, reverse stock split, recapitalization or other similar transaction.
- (2) Represents shares of Common Stock reserved for future issuance under the 2015 Plan.
- (3) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for purposes of calculating the registration fee and based on the average of the high and low sales price per share of Common Stock as reported on The Nasdaq Stock Market LLC on October 27, 2023, which date is within five business days prior to filing this Registration Statement.
- (4) Represents shares of Common Stock issuable upon the exercise of outstanding stock options under the 2015 Plan.
- (5) Estimated in accordance with Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee and based on the weighted-average exercise price (rounded to the nearest cent) of the outstanding stock options under the 2015 Plan.