

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

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

Altamira Therapeutics Ltd.
(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of
incorporation or organization)

Not Applicable

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

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
(Address of Principal Executive Offices)

Alltamira Therapeutics Ltd. Equity Incentive Plan, as amended
(Full title of the plan)

Thomas Meyer, PhD
President
Altamira Therapeutics, Inc.
254 Chapman Rd, Ste 208 #15392
Newark, DE 19702 (Name and address of agent for service)

(302) 200-8095
(Telephone number, including area code, of agent for service)

Copies to:
Michael J. Lerner, Esq.
Steven M. Skolnick, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, NY 10020
Tel: (212) 262-6700

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
Non-accelerated filer

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

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed by Altamira Therapeutics Ltd. (the “Company”) for the purpose of registering additional common shares of the Company, par value USD 0.002 per share (the “Common Shares”) under the Altamira Therapeutics Ltd. Equity Incentive Plan, as amended (the “EIP”). This Registration Statement registers an aggregate of 300,000 additional Common Shares available for issuance under the EIP pursuant to the approval by the board of directors of the Company (the “Board”) on April 3, 2024.

The Common Shares registered pursuant to this Registration Statement are of the same class of securities as the 3,000 Common Shares registered for issuance under the EIP pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-252141) filed on January 15, 2021, and the 750 Common Shares registered for issuance under the EIP pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-232735) filed on July 19, 2019. The information contained in the Company’s Registration Statements on Form S-8 (Registration Nos. 252141 and 333-232735) are hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

- (a) our Annual Report on Form [20-F](#) for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission (the “Commission”) on April 10, 2024;
- (b) our Reports on Form 6-K furnished on [January 19, 2024](#) and [January 19, 2024](#); and
- (c) the description of our Common Shares contained our Report on [Form 6-K](#) furnished on March 18, 2019, including any subsequent amendment or reports filed for the purpose of updating such description.

All subsequent annual reports on Form 20-F filed by us and all subsequent reports on Form 6-K filed by us that are identified by us as being incorporated by reference shall be deemed to be incorporated by reference into this Registration Statement and shall be deemed to be a part hereof after the date of this Registration Statement but before the termination of the offering hereunder.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) subsequent to 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 hereunder have been sold or that deregisters all such 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 the filing of such documents, provided, that any report on Form 6-K of the Registrant hereafter furnished to the Commission pursuant to the Exchange Act shall be incorporated by reference into this Registration Statement only if and to the extent provided in such document.

Any statement contained in any document incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes thereof to the extent that a statement contained therein or in any other subsequently filed document that is also incorporated or deemed to be incorporated therein by reference 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 8. Exhibits.

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hamilton, Bermuda, on April 10, 2024.

Altamira Therapeutics Ltd.

By: /s/ Thomas Meyer

Name: Thomas Meyer

Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Thomas Meyer and Marcel Gremaud and each of them, individually, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, in connection with this Registration Statement, including to sign in the name and on behalf of the undersigned, this Registration Statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the U.S. Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents 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 he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their 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:

Name	Title	Date
<u>/s/ Thomas Meyer</u> Thomas Meyer	Chief Executive Officer and Director (Principal Executive Officer)	April 10, 2024
<u>/s/ Marcel Gremaud</u> Marcel Gremaud	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 10, 2024
<u>/s/ Mats Blom</u> Mats Blom	Director	April 10, 2024
<u>/s/ Alain Munoz</u> Alain Munoz	Director	April 10, 2024
<u>/s/ Margrit Schwarz</u> Margrit Schwarz	Director	April 10, 2024

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this Registration Statement on Form S-8, solely in the capacity of the duly authorized representative of Altamira Therapeutics Ltd. in the United States, on April 10, 2024.

Altamira Therapeutics, Inc.

By: /s/ Thomas Meyer

Name: Thomas Meyer

Title: President

EXHIBIT INDEX

Exhibit Number	
4.1	Memorandum of Continuance and Corporate Actions of the registrant (incorporated herein by reference to exhibit 3.1 of the Altamira Therapeutics Ltd. registration statement on Form F-1 (Registration No. 333-269823) filed with the Commission on March 7, 2023)
4.2	Bye-laws of the Registrant (incorporated herein by reference to exhibit 3.2 of the Altamira Therapeutics Ltd. registration statement on Form F-1 (Registration No. 333-269823) filed with the Commission on February 16, 2023)
5.1*	Opinion of Conyers Dill & Pearman Limited, Bermuda counsel to the Registrant (filed herewith)
23.1*	Consent of BDO AG (filed herewith)
23.2*	Consent of Deloitte AG (filed herewith)
23.3*	Consent of Conyers Dill & Pearman Limited, Bermuda counsel to the Registrant (included in Exhibit 5.1)
24.1*	Power of Attorney (included in the signature page hereof)
99.1	Altamira Therapeutics Ltd. Equity Incentive Plan, as amended (incorporated herein by reference to exhibit 99.1 of the Auris Medical Holding Ltd. Registration Statement on Form S-8 filed with the Commission on July 19, 2019)
107*	Filing Fee Table

* Filed herewith.

**CONYERS DILL & PEARMAN LIMITED**

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

Mail: PO Box HM 666, Hamilton HM CX, Bermuda
T +1 441 295 1422

conyers.com

10 April 2024

Matter No.: 365985
441 299 4938
guy.cooper@conyers.com

Altamira Therapeutics Ltd.
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Dear Sirs,

Altamira Therapeutics Ltd. (the “Company”)

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on form S-8 filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 10 April 2024 (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”) of an aggregate of up to 300,000 common shares, par value US\$ 0.002 each, of the Company (the “**Common Shares**”) issuable pursuant to the Auris Medical Holding Ltd. Equity Incentive Plan, as amended (the “**Plan**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined a copy of:

- 1.1 the Registration Statement; and
- 1.2 the Plan.

We have also reviewed:

- 1.3 copies of the memorandum of continuance and the bye-laws of the Company, each certified by the Secretary of the Company on 10 April 2024 (the “**Constitutional Documents**”);
 - 1.4 copies of written resolutions of the Company’s directors dated 24 June 2019, minutes of a meeting of the Company’s directors held on 12 December 2020 and minutes of a meeting of the Company’s directors held on 3 April 2024 (together, the “**Resolutions**”); and
 - 1.5 such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.
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2. ASSUMPTIONS

We have assumed:

- 2.1 the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;
- 2.2 that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention;
- 2.3 the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us;
- 2.4 that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended;
- 2.5 that the Plan and the issuance of Common Shares in respect thereof were duly authorised prior to the Company's continuance in Bermuda and that such authorisations remain in full force and effect and have not been rescinded, amended or terminated;
- 2.6 that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein;
- 2.7 the validity and binding effect under the laws of Switzerland of the Plan in accordance with its terms;
- 2.8 that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein;
- 2.8 that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein;
- 2.8 that the Company will have sufficient authorised capital to effect the issue of any of the Common Shares at the time of issuance;
- 2.9 that the Company's Common Shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, at the time of issuance of any Common Shares and the consent to the issue and free transfer of the Company's securities given by the Bermuda Monetary Authority as of 27 February 2019 will not have been revoked or amended at the time of issuance of any Common Shares; and
- 2.10 that, upon issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof.

3. QUALIFICATIONS

- 3.1 We express no opinion with respect to the issuance of shares pursuant to any provision of the Plan that purports to obligate the Company to issue shares following the commencement of a winding up or liquidation. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

4. OPINIONS

On the basis of and subject to the foregoing, we are of the opinion that:

- 4.1 The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority under the Companies Act 1981, or to pay any Bermuda government fee or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
- 4.2 When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or 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.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited
Conyers Dill & Pearman Limited

Consent of Independent Registered Public Accounting Firm

Altamira Therapeutics Ltd
Bermuda

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated April 10, 2024, relating to the consolidated financial statements of Altamira Therapeutics Ltd appearing in the Company's Annual Report on Form 20-F for the year ended December 31, 2023. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

BDO AG

/s/ Christoph Tschumi

Christoph Tschumi

/s/ Grégoire Weber

Grégoire Weber

Zurich, April 10, 2024

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 16, 2023, relating to the financial statements of Altamira Therapeutics Ltd., appearing in the Annual Report on Form 20-F of Altamira Therapeutics Ltd. for the year ended December 31, 2023.

Deloitte AG

/s/ Roland Mueller
Auditor in Charge

/s/ Adrian Kaeppli

Zurich, Switzerland
April 10, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Altamira Therapeutics Ltd.
(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 Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (2)
Equity	Common shares, par value USD 0.002 per share (1)	Rule 457(c) and Rule 457(h)	300,000	\$ 1.975	\$ 592,500	0.00014760	\$ 87.45
	Total Offering Amounts				\$ 592,500		\$ 87.45
	Total Fee Offsets (3)						-
	Net Fee Due						\$ 87.45

- (1) Covers 300,000 of our common shares, par value USD 0.002 per share (the “Common Shares”), issuable under the Altamira Therapeutics Ltd. Equity Incentive Plan (the “Plan”). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional Common Shares that become issuable under the Plan in respect of the securities identified in the above table by reason of any stock split, stock dividend, antidilution provisions, and similar transactions.
- (2) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price on the NASDAQ Capital Market on April 5, 2024.
- (3) The Registrant does not have any fee offsets.