

Registration No. 333-269511
333-268965
333-266039
333-266038
333-232610
333-232609
333-219741
333-219740
333-206129
333-197062
333-191076
333-176067
333-152670
333-152669
333-147474
333-137688
333-137687
333-126664
333-116012
333-116011
333-71938
333-34008
333-3902

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

FORM S-8

Post-Effective Amendment No. 1 to Registration Statement No.	333-269511
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Post-Effective Amendment No. 1 to Registration Statement No.	333-71938
Post-Effective Amendment No. 1 to Registration Statement No.	333-34008
Post-Effective Amendment No. 1 to Registration Statement No.	333-3902

UNDER THE SECURITIES ACT OF 1933

ACERAGEN, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

**505 Eagleview Blvd., Suite 212
Exton, Pennsylvania**

(Address of Principal Executive Office)

04-3072298

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

19341

(Zip Code)

2022 STOCK INCENTIVE PLAN
2021 STOCK INCENTIVE PLAN
2017 EMPLOYEE STOCK PURCHASE PLAN
2013 STOCK INCENTIVE PLAN

2008 Stock Incentive Plan
2005 Stock Incentive Plan
1995 Employee Stock Purchase Plan
1995 Director Stock Option Plan
1997 STOCK INCENTIVE PLAN
(Full title of the plans)

John Taylor
505 Eagleview Blvd., Suite 212
Exton, Pennsylvania 19341
(Name and address of agent for service)

(484) 348-1600
(Telephone number, including area code, of agent for service)

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 checked="" type="checkbox"/>
	<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.

EXPLANATORY NOTE

On August 4, 2023, Aceragen, Inc. (the “Company”) announced its intention to voluntarily terminate the listing of its shares of common stock, par value \$0.001 per share (the “Common Stock”) from the Nasdaq Capital Market (the “Delisting”). On August 14, 2023, the Company’s shareholders approved the transfer of all or substantially all of the Company’s assets through an assignment for the benefit of creditors (the “Assignment”) and, subsequently, the Company filed a Form 25 with the Securities and Exchange Commission (the “SEC”) in connection with the Delisting. In connection with the foregoing and the undertakings in the Registration Statements (as defined below), the Company is hereby filing this Post-Effective Amendment to each of the Company’s registration statements on Form S-8 (Registration Nos. 333-269511, 333-268965, 333-266039, 333-266038, 333-232610, 333-232609, 333-219741, 333-219740, 333-206129, 333-197062, 333-191076, 333-176067, 333-152670, 333-152669, 333-147474, 333-137688, 333-137687, 333-126664, 333-116012, 333-116011, 333-71938, 333-34008 and 333-3902) (collectively, the “Registration Statements”) to terminate the effectiveness of each such Registration Statement and to remove from registration all shares of the Company’s Common Stock that have not been issued and are not subject to issuance pursuant to outstanding equity awards under the Company’s equity incentive plans and employee stock purchase plan.

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 Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Exton, Commonwealth of Pennsylvania, on or before August 16, 2023.

ACERAGEN, INC.

By: /s/ John Taylor

John Taylor
Authorized Person

Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statements.
