

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

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

LAVA Therapeutics N.V.
(Exact name of Registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

Yalelaan 60
3584 CM Utrecht, the Netherlands
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

Stock Option Plan (2018)
U.S. Stock Option Plan (2020)
Long-Term Incentive Plan (2021)
2021 Employee Stock Purchase Plan
(Full title of the plan)
Lava Therapeutics, Inc.
2929 Arch Street, Suite 1700
Philadelphia, PA 19104

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

Copies to:

Christian Plaza
Divakar Gupta
Joshua A. Kaufman
Cooley LLP
One Freedom Square
Reston, Virginia 20190
+1 703 456 8000

Stephen Hurly
Chief Executive Officer
LAVA Therapeutics N.V.
Yalelaan 60
3584 CM Utrecht, the Netherlands
+31 6 3000 3035

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 Accelerated filer
Non-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.

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------------|--|--|-------------------------------|
| Common Shares, €0.12 nominal value per share | | | | |
| —Common Shares reserved for future grant under the Long-Term Incentive Plan (2021) | 2,535,226(2)(3) | \$11.88(8)(c) | \$30,118,484.88 | \$3,285.93 |
| —Common Shares reserved for future grant under the 2021 Employee Stock Purchase Plan | 253,523(4) | \$10.10(8)(d) | \$2,560,075.25 | \$279.30 |
| —Outstanding under the Stock Option Plan (2018) (Options) | 736,372(5) | \$0.01(8)(a) | \$8,983.73 | \$0.98 |
| —Outstanding under the U.S. Stock Option Plan (2020) (Options) | 1,563,136(6) | \$5.98(8)(b) | \$9,347,459.18 | \$1,019.81 |
| TOTAL | 5,088,257 | — | \$42,035,003.04 | \$4,586.02 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of the Registrant’s common shares, nominal value €0.12 (the “**Common Shares**”) that become issuable under the Registrant’s Stock Option Plan (2018) (the “**2018 Plan**”), the Registrant’s U.S. Stock Option Plan (2020) (the “**2020 Plan**”), the Registrant’s Long-Term Incentive Plan (2021) (the “**2021 LTIP**”) or the Registrant’s 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”) by reason of any share dividend, share split, recapitalization or any other similar transaction that results in an increase in the number of the Registrant’s outstanding shares of Common Shares.
- (2) Represents Common Shares reserved for future grant under the 2021 LTIP.
- (3) The 2021 LTIP also provides that the number of Common Shares reserved for issuance under the 2021 LTIP will automatically increase on January 1 of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, in an amount equal to 4% of the total number of shares of the Registrant’s issued share capital on the last day of the calendar month before the date of each automatic increase, or a lesser number of shares determined by the Registrant’s board of directors. The maximum number of Common Shares that may be issued on the exercise of incentive stock options under the Registrant’s 2021 LTIP is 7,600,000.
- (4) Represents Common Shares reserved for issuance under the 2021 ESPP. The number of Common Shares reserved for issuance under the 2021 ESPP will automatically increase on January 1 of each calendar year, starting on January 1, 2022 and continuing through January 1, 2031, by the lesser of (i) 1% of the total number of Common Shares outstanding on December 31st of the preceding calendar year, and; and (ii) 760,000 shares; provided that the Registrant’s board of directors may act prior to the first day of any calendar year to provide that there will be no January 1st increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year will be a lesser number of Common Shares than would otherwise occur pursuant to the preceding sentence. The issuance of such Common Shares is not being registered on this Registration Statement.
- (5) Represents Common Shares reserved for issuance upon the exercise of outstanding options granted under the 2018 Plan.
- (6) Represents Common Shares reserved for issuance upon the exercise of outstanding options granted under the 2020 Plan.
- (7) Represents Common Shares reserved for issuance upon the exercise of outstanding options granted under the 2021 LTIP.
- (8) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon (a) \$0.01, which is the weighted-average exercise price for outstanding options granted under the 2018 Plan, converted from Euro to United States Dollars on May 25, 2021 at a conversion rate of 1:1.22, (b) \$5.98, which is the weighted-average exercise price for outstanding options granted under the 2020 Plan, converted from Euro to United States Dollars on May 25, 2021 at a conversion rate of 1:1.22, (c) \$11.88, which is the average of the high and low prices of the Registrant’s Common Shares as reported on the Nasdaq Stock Market LLC on May 25, 2021 and (d) \$10.10, which is the average of the high and low prices of the Registrant’s Common Shares as reported on the Nasdaq Stock Market LLC on May 25, 2021, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “*Securities Act*”).

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by LAVA Therapeutics N.V. (the “*Registrant*”) with the Securities and Exchange Commission (the “*Commission*”) are incorporated by reference into this Registration Statement:

(a) The Registrant’s [Prospectus](#) dated March 26, 2021 filed pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form F-1 (File No. 333-253795), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed.

(b) The description of the Registrant’s Common Shares which is contained in the Registrant’s Registration Statement on [Form 8-A12B](#) filed on March 18, 2021 (File No. 001-40241) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendment or report filed for the purpose of updating such description.

All documents, reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after 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 hereby 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 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 subsequently filed document that also 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

See the description of the Registrant’s Common Shares contained in the [Registration Statement](#) on Form F-1 (File No. 333-253795).

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under Dutch law, the Registrant’s directors may be held liable for damages in the event of improper or negligent performance of their duties. They may be held jointly and severally liable for damages to the Registrant and to third parties for infringement of the Registrant’s articles of association or of certain provisions of Dutch law. In certain circumstances, they may also incur additional specific civil and criminal liabilities. Subject to certain exceptions, the Registrant’s articles of association provide for indemnification of the Registrant’s current and former directors and other current and former officers and employees as designated by the Registrant’s board of directors. No indemnification under the Registrant’s articles of association shall be given to an indemnified person:

- if a competent court or arbitral tribunal has established, without having (or no longer having) the possibility for appeal, that the acts or omissions of such indemnified person that led to the financial losses, damages, expenses, suit, claim, action or legal proceedings as described above are of an unlawful nature (including acts or omissions which are considered to constitute malice, gross negligence, intentional recklessness and/or serious culpability attributable to such indemnified person);
- to the extent that his or her financial losses, damages and expenses are covered under insurance and the relevant insurer has settled, or has provided reimbursement for, these financial losses, damages and expenses (or has irrevocably undertaken to do so);
- in relation to proceedings brought by such indemnified person against the Registrant, except for proceedings brought to enforce indemnification to which he or she is entitled pursuant to our articles of association, pursuant to an agreement between such indemnified person and the Registrant which has been approved by the Registrant’s board of directors or pursuant to insurance taken out by the Registrant for the benefit of such indemnified person; and
- for any financial losses, damages or expenses incurred in connection with a settlement of any proceedings effected without the Registrant’s prior consent.

Under the Registrant’s articles of association, the Registrant’s board of directors may stipulate additional terms, conditions and restrictions in relation to the indemnification described above.

In addition, the Registrant has entered, and intends to continue to enter, into indemnification agreements with each of its current directors and executive officers. These agreements provide for the indemnification of directors and executive officers for all expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were agents of the Registrant, subject to certain exceptions.

The Registrant currently carries liability insurance for its directors and officers for securities matters.

The indemnification provisions in the Registrant's articles of association and the indemnification agreements entered into or to be entered into between the Registrant and each of its directors and executive officers is sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

See also the undertakings set out in response to Item 9 hereof.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS

| Exhibit Number | Description | Incorporated by Reference | | | |
|----------------|--|---------------------------|-------------|---------|----------------|
| | | Schedule Form | File Number | Exhibit | Filing Date |
| 4.1 | English translation of Articles of Association of LAVA Therapeutics B.V. as they were in effect prior to completion of our corporate reorganization. | F-1/A | 333-253795 | 3.1 | March 18, 2021 |
| 4.2 | English translation of Articles of Association of LAVA Therapeutics N.V. as they are in effect immediately following the completion of our corporate reorganization. | F-1/A | 333-253795 | 3.2 | March 18, 2021 |
| 5.1* | Opinion of NautaDutilh N.V., Dutch Counsel of the Registrant. | | | | |
| 23.1* | Consent of PricewaterhouseCoopers Accountants N.V. | | | | |
| 23.2* | Consent of NautaDutilh N.V., counsel of the Registrant (included in Exhibit 5.1). | | | | |
| 24.1* | Power of Attorney (included on the signature page of this Form S-8). | | | | |
| 99.1 | Stock Option Plan (2018). | F-1/A | 333-253795 | 10.5 | March 18, 2021 |
| 99.2 | U.S. Stock Option Plan (2020). | F-1/A | 333-253795 | 10.6 | March 18, 2021 |
| 99.3 | Long-Term Incentive Plan (2021) and the forms of agreements thereunder. | F-1/A | 333-253795 | 10.7 | March 18, 2021 |
| 99.1 | 2021 Employee Share Purchase Plan. | F-1/A | 333-253795 | 10.8 | March 18, 2021 |

* Filed herewith.

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 a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(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 herein, 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.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Item 8.A of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(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 herein, 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 Securities and Exchange 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.
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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 Utrecht, the Netherlands on this 28th day of May, 2021.

LAVA THERAPEUTICS N.V.

By: /s/ Stephen Hurly
Name: Stephen Hurly
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephen Hurly and Edward F. Smith, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange 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 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 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.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|--------------|
| <u>/s/ Stephen Hurly</u> Stephen Hurly | Chief Executive Officer and Director (Principal Executive Officer) | May 28, 2021 |
| <u>/s/ Edward F. Smith</u> Edward F. Smith | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | May 28, 2021 |
| <u>/s/ Kapil Dhingra</u> Kapil Dhingra, M.B.B.S. | Director and Chairperson of the Board | May 28, 2021 |
| <u>/s/ Erik J. van den Berg</u> Erik J. van den Berg | Director | May 28, 2021 |
| <u>/s/ Joël J.P. Jean-Mairet</u> Joël J.P. Jean-Mairet, Ph.D. | Director | May 28, 2021 |
| <u>/s/ Nanna Lüneborg</u> Nanna Lüneborg, Ph.D. | Director | May 28, 2021 |
| <u>/s/ Stefan Luzi</u> Stefan Luzi, Ph.D. | Director | May 28, 2021 |
| <u>/s/ Guido Magni, M.D., Ph.D.</u> Guido Magni, M.D., Ph.D. | Director | May 28, 2021 |
| <u>/s/ Karen Wilson</u> Karen Wilson | Director | May 28, 2021 |

Authorized Representative in the United States

Lava Therapeutics, Inc.

By: /s/ Stephen Hurly

Stephen Hurly
Chief Executive Officer

May 28, 2021

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Beethovenstraat 400
1082 PR Amsterdam
T +31 20 71 71 000
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Ladies and Gentlemen:

We have acted as legal counsel as to Dutch law to the Company in connection with the Plans. This opinion letter is rendered to you in order to be filed with the SEC as an exhibit to the Registration Statement.

Capitalised terms used in this opinion letter have the meanings set forth in Exhibit A to this opinion letter. The section headings used in this opinion letter are for convenience of reference only and are not to affect its construction or to be taken into consideration in its interpretation.

This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in the Plans.

In rendering the opinions expressed in this opinion letter, we have reviewed and relied upon pdf copies of the Corporate Documents and the Plans and we have assumed that Awards made under the Plans have been and shall be made for bona fide commercial reasons. We have not investigated or verified any factual matter disclosed to us in the course of our review.

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Dutch courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Dutch or European competition law, data protection law, tax law, securitization law or regulatory law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with or to notify or inform you of, any developments and/or changes of Dutch law subsequent to today's date. We do not purport to opine on the consequences of amendments to the Plans or the Corporate Documents subsequent to the date of this opinion letter.

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Dutch law. The competent courts at Amsterdam, the Netherlands, have exclusive jurisdiction to settle any issues of interpretation or liability arising out of or in connection with this opinion letter. Any legal relationship arising out of or in connection with this opinion letter (whether contractual or non-contractual), including the above submission to jurisdiction, is governed by Dutch law and shall be subject to the general terms and conditions of NautaDutilh. Any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under NautaDutilh's insurance policy in the matter concerned. No person other than NautaDutilh may be held liable in connection with this opinion letter.

In this opinion letter, legal concepts are expressed in English terms. The Dutch legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Dutch legal concepts described by the English terms.

This communication is confidential and may be subject to professional privilege. All legal relationships are subject to NautaDutilh N.V.'s general terms and conditions (see <https://www.nautadutilh.com/terms>), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

bmkOfficeslist

bmkOfficeslist

For the purposes of this opinion letter, we have assumed that:

- a. each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;
 - b. if any signature under any document is an electronic signature (as opposed to a handwritten ("wet ink") signature) only, it is either a qualified electronic signature within the meaning of the eIDAS Regulation, or the method used for signing is otherwise sufficiently reliable;
 - c. the Deed of Incorporation is a valid notarial deed;
 - d. the Current Articles are the Articles of Association as they will be in force at each Relevant Moment following the date of this opinion letter;
 - e. at each Relevant Moment, the relevant Plan was/is in full force and effect and has been adopted and/or approved, as appropriate, by the corporate body of the Company authorized to do so;
 - f. at each Relevant Moment, the Company has not (i) been dissolved (*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign, (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*), (vi) been granted a suspension of payments (*surseance van betaling verleend*), (vii) become subject to statutory proceedings for the restructuring of its debts (*akkoordprocedure*) (and no such proceedings will have been started) or (vi) have been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets;
 - g. any offering of Awards, to the extent made in the Netherlands, has been, is and will be made in conformity with the Prospectus Regulation and the rules promulgated thereunder;
 - h. at each Relevant Moment, (i) the relevant Award(s) have been validly granted as a right to subscribe for Common Shares (*recht tot het nemen van aandelen*) by the corporate body authorized to do so on the basis of valid resolutions which are in full force and effect, (ii) are in full force and effect upon being exercised or settled, as applicable, (iii) have been validly exercised or settled, as applicable, in accordance with the terms and conditions applicable to such Award(s), (iv) any pre-emption rights in respect of such Award(s) have been validly excluded by the corporate body authorized to do so on the basis of valid resolutions which are in full force and effect and (v) the exercise price applicable to such Award(s) is no less than the nominal value of the Plan Share(s) underlying such Award(s);
 - i. at each Relevant Moment, each holder of the relevant Award(s) is/was an individual who has not (i) deceased, (ii) had his/her assets placed under administration (*onder bewind gesteld*), (iii) been declared bankrupt (*failliet verklaard*), (iv) been granted a suspension of payments (*surseance van betaling verleend*), (v) become subject to statutory proceedings for the restructuring of his/her debts (*akkoordprocedure*) (and no such proceedings will have been started with respect to such individual) or (vi) been made subject to similar proceedings in any jurisdiction or otherwise been limited in the power to dispose of his/her assets; and
 - j. at each Relevant Moment, the authorised share capital (*maatschappelijk kapitaal*) of the Company allowed/allows for the grant of Awards and the issuance of Plan Shares pursuant to the exercise or settlement thereof.
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Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

Corporate Status

1. The Company has been duly incorporated as a *besloten vennootschap met beperkte aansprakelijkheid* and is validly existing as a *naamloze vennootschap*.

Plan Shares

2. Subject to receipt by the Company of payment in full for, or other satisfaction of the exercise price of, the Plan Shares, and when issued and accepted in accordance with the respective Plans, the Plan Shares shall be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

- A. Opinion 1 must not be read to imply that the Company cannot be dissolved (*ontbonden*). A company such as the Company may be dissolved, inter alia by the competent court at the request of the company's board of directors, any interested party (*belanghebbende*) or the public prosecution office in certain circumstances, such as when there are certain defects in the incorporation of the company. Any such dissolution will not have retro-active effect.
 - B. Pursuant to Section 2:7 DCC, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Dutch Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction.
 - C. Pursuant to Section 2:98c DCC, a *naamloze vennootschap* may grant loans (*leningen verstrekken*) only in accordance with the restrictions set out in Section 2:98c DCC, and may not provide security (*zekerheid stellen*), give a price guarantee (*koersgarantie geven*) or otherwise bind itself, whether jointly and severally or otherwise with or for third parties (*zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden*) with a view to (*met het oog op*) the subscription or acquisition by third parties of shares in its share capital or depository receipts. This prohibition also applies to its subsidiaries (*dochtervennootschappen*). It is generally assumed that a transaction entered into in violation of Section 2:98c DCC is null and void (*nietig*).
 - D. The opinions expressed in this opinion letter may be limited or affected by:
 - a. rules relating to Insolvency Proceedings or similar proceedings under a foreign law and other rules affecting creditors' rights generally, including the Temporary Covid-19 Act;
 - b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to insolvency practitioners and insolvency office holders in bankruptcy proceedings or creditors;
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- c. claims based on tort (*onrechtmatige daad*);
 - d. sanctions and measures, including but not limited to those concerning export control, pursuant to European Union regulations, under the Sanctions Act 1977 (*Sanctiewet 1977*) or other legislation;
 - e. the Anti-Boycott Regulation, Anti Money Laundering Laws and related legislation;
 - f. any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities; and
 - g. the rules of force majeure (*niet toerekenbare tekortkoming*), reasonableness and fairness (*redelijkheid en billijkheid*), suspension (*opshorting*), dissolution (*ontbinding*), unforeseen circumstances (*onvoorziene omstandigheden*) and vitiated consent (i.e., duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) and error (*dwaling*)) or a difference of intention (*wil*) and declaration (*verklaring*).
- E. The term "non-assessable" has no equivalent in the Dutch language and for purposes of this opinion letter such term should be interpreted to mean that a holder of an Common Share shall not by reason of merely being such a holder be subject to assessment or calls by the Company or its creditors for further payment on such Common Share.
- F. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent we do not admit or imply that we are a person whose consent is required under Section 7 of the United States Securities Act of 1933, as amended, or any rules and regulations promulgated thereunder.

Sincerely yours,

/s/ NautaDutilh N.V.

NautaDutilh N.V.

EXHIBIT A

LIST OF DEFINITIONS

| | |
|------------------------------|--|
| "Anti Money Laundering Laws" | The European Anti-Money Laundering Directives, as implemented in the Netherlands in the Money Laundering and Terrorist Financing Prevention Act (<i>Wet ter voorkoming van witwassen en financieren van terrorisme</i>) and the Dutch Criminal Code (<i>Wetboek van Strafrecht</i>). |
| "Anti-Boycott Regulation" | The Council Regulation (EC) No 2271/96 of 22 November 1996 on protecting against the effects of the extra-territorial application of legislation adopted by a third country, and actions based thereon or resulting therefrom. |
| "Articles of Association" | The Company's articles of association (<i>statuten</i>) as they read from time to time. |
| "Awards" | Rights to subscribe for Common Shares pursuant to the terms and conditions of the respective Plans. |
| "Bankruptcy Code" | The Dutch Bankruptcy Code (<i>Faillissementswet</i>). |
| "Board" | The Company's board of directors (<i>bestuur</i>). |
| "Commercial Register" | The Dutch Commercial Register (<i>handelsregister</i>). |
| "Company" | LAVA Therapeutics N.V., a public company with limited liability (<i>naamloze vennootschap</i>), registered with the Commercial Register under number 65335740. |
| "Corporate Documents" | The Deed of Incorporation, the Deed of Conversion, the Current Articles and the Registration Statement. |
| "Current Articles" | The Articles of Association as contained in the Deed of Conversion. |
| "DCC" | The Dutch Civil Code (<i>Burgerlijk Wetboek</i>). |
| "Deed of Conversion" | The deed of conversion and amendment to the Articles of Association dated March 25, 2021. |
| "Deed of Incorporation" | The Company's deed of incorporation (<i>akte van oprichting</i>) dated February 15, 2016. |
| "eIDAS Regulation" | Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC. |

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|---------------------------------|--|
| "Insolvency Proceedings" | Any insolvency proceedings within the meaning of Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings listed in Annex A thereto and any statutory proceedings for the restructuring of debts (<i>akkoordprocedure</i>) pursuant to the Bankruptcy Code. |
| "NautaDutilh" | NautaDutilh N.V. |
| "the Netherlands" | The European territory of the Kingdom of the Netherlands. |
| "Common Shares" | Common shares in the Company's capital, with a nominal value of EUR 0.12 each. |
| "Plans" | The Company's Stock Option Plan (2018), the Company's Stock Option Plan (2020), the Company's Long-Term Incentive Plan (2021) and the Company's 2021 Employee Stock Purchase Plan, in each case in the form attached as an exhibit to the Registration Statement. |
| "Plan Shares" | The Common Shares available for issuance under the respective Plans being registered pursuant to the Registration Statement. |
| "Prospectus Regulation" | Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC. |
| "Registration Statement" | The Company's registration statement on Form S-8 filed or to be filed with the SEC in connection with the operation of the Plans in the form reviewed by us. |
| "Relevant Moment" | Each time when one or more Awards are or were granted or one or more Plan Shares are issued pursuant to the exercise or settlement of the relevant Award(s). |
| "SEC" | The United States Securities and Exchange Commission. |
| "Temporary Covid-19 Act" | The Temporary COVID-19 Social Affairs and Employment and Justice and Security Act (<i>Tijdelijke Wet COVID-19 SZW en JenV</i>). |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of LAVA Therapeutics N.V. of our report dated March 2, 2021, except for the effects of the share splits discussed in Note 22 to the consolidated financial statements, as to which the date is March 18, 2021, relating to the financial statements, which appears in LAVA Therapeutics N.V.'s Registration Statement on Form F-1, as amended (Registration No. 333- 253795).

/s/ R.M.N. Admiraal RA

PricewaterhouseCoopers Accountants N.V.
Eindhoven, the Netherlands

May 28, 2021