

Achaogen Inc
Form S-1MEF
March 11, 2014

As filed with the Securities and Exchange Commission on March 11, 2014

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT

Under
The Securities Act of 1933

Achaogen, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)
7000 Shoreline Court, Suite 371

68-0533693
(I.R.S. Employer
Identification Number)

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South San Francisco, CA 94080

(650) 800-3636

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Kenneth J. Hillan, M.B., Ch.B.

7000 Shoreline Court, Suite 371

South San Francisco, CA 94080

(650) 800-3636

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

Copies to:

Mark V. Roeder, Esq.

Latham & Watkins LLP

140 Scott Drive

Menlo Park, CA 94025

(650) 328-4600

Bruce K. Dallas, Esq.

Davis Polk & Wardwell LLP

1600 El Camino Real

Menlo Park, CA 94025

(650) 752-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-193559

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED⁽¹⁾	PROPOSED MAXIMUM OFFERING PRICE PER SHARE⁽²⁾	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE⁽²⁾	AMOUNT OF REGISTRATION FEE
Common Stock, \$.001 par value	1,150,000	\$12.00	\$13,800,000	\$1,778

(1) Represents only the additional number of shares being registered and includes 150,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-193559).

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of 1,150,000 additional shares of common stock, par value \$0.001 per share, of Achaogen, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, representing an increase in the maximum aggregate offering price of \$13,800,000. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-193559), which was declared effective by the Securities and Exchange Commission on March 11, 2014, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in South San Francisco, California, on March 11, 2014.

ACHAOGEN, INC.

By: /s/ Kenneth J. Hillan
Kenneth J. Hillan, M.B., Ch.B.

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Kenneth J. Hillan Kenneth J. Hillan, M.B., Ch.B.	President, Chief Executive Officer, Chief Medical Officer and Director (<i>Principal Executive Officer</i>)	March 11, 2014
/s/ Derek A. Bertocci Derek A. Bertocci	Senior Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	March 11, 2014
/s/ Dennis Hom Dennis Hom	Vice President, Finance and Corporate Development (<i>Principal Accounting Officer</i>)	March 11, 2014
* Bryan E. Roberts	Chairman of the Board of Directors	March 11, 2014
* John C. Doyle	Director	March 11, 2014
* Scott M. Rocklage, Ph.D.	Director	March 11, 2014
* Camille D. Samuels	Director	March 11, 2014
* Camille D. Samuels	Director	March 11, 2014

John W. Smither

*

Director

March 11, 2014

Christopher T. Walsh, Ph.D.

*By: /s/ Kenneth J. Hillan
Kenneth J. Hillan, M.B., Ch.B.

Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
1.1	Form of Underwriting Agreement (filed as Exhibit 1.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-193559), originally filed with the Securities and Exchange Commission on January 24, 2014 and incorporated by reference herein)
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of independent registered public accounting firm
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-193559), originally filed with the Securities and Exchange Commission on January 24, 2014 and incorporated by reference herein)