

Aimmune Therapeutics, Inc.
Form S-1MEF
August 05, 2015

As filed with the Securities and Exchange Commission on August 5, 2015

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Aimmune Therapeutics, 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)
8000 Marina Blvd, Suite 300

45-2748244
(I.R.S. Employer
Identification Number)

Brisbane, CA 94005

(650) 614-5220

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

Stephen G. Dilly, M.B.B.S., Ph.D.

President and Chief Executive Officer

Aimmune Therapeutics, Inc.

8000 Marina Blvd, Suite 300

Brisbane, CA 94005

(650) 614-5220

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

Copies to:

**Patrick A. Pohlen, Esq.
Brian J. Cuneo, Esq.**

**Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600**

**Stephen G. Dilly, M.B.B.S., Ph.D.
President and Chief Executive
Officer**

**Aimmune Therapeutics, Inc.
8000 Marina Blvd, Suite 300
Brisbane, CA 94005
Telephone: (650) 614-5220
Facsimile: (650) 616-0075**

**Bruce K. Dallas, Esq.
Stephen P. Salmon, Esq.**

**Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
Telephone: (650) 752-2000
Facsimile: (650) 752-2115**

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. "

Edgar Filing: Aimmune Therapeutics, Inc. - Form S-1MEF

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. ☒ 333-205501

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	Proposed	Amount of
		maximum offering price per share	maximum aggregate offering price	
Common Stock, \$0.0001 par value per share	1,916,666 shares	\$16.00	\$30,666,656	\$3,564.00

(1) Represents only the additional number of shares being registered and includes 249,999 additional shares that the underwriters have the option to purchase. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, the amount being registered does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-205501)

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The Registrant previously registered securities at an aggregate offering price not to exceed \$153,333,328 on a Registration Statement on Form S-1 (File No. 333-205501), which was declared effective by the Securities and Exchange Commission on August 5, 2015. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$30,666,656 is hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) 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 additional shares of common stock, par value \$0.0001 per share, of Aimmune Therapeutics, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-205501) (the "Original Registration Statement"), which was declared effective by the Securities and Exchange Commission on August 5, 2015, are incorporated in this registration statement by reference. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Original Registration Statement.

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 Brisbane, California on August 5, 2015.

Aimmune Therapeutics, Inc.

By: /s/ Stephen G. Dilly
Stephen G. Dilly, M.B.B.S., Ph.D.
President and Chief Executive Officer

Power of Attorney

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/ Stephen G. Dilly Stephen G. Dilly, M.B.B.S., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2015
/s/ Warren DeSouza Warren DeSouza	Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2015
* Patrick Enright	Director	August 5, 2015
* Kathryn E. Falberg	Director	August 5, 2015
* Mark T. Iwicki	Director	August 5, 2015
* Mark D. McDade	Director	August 5, 2015
* Stacey D. Seltzer	Director	August 5, 2015

*By: /s/ Stephen G. Dilly
Stephen G. Dilly, M.B.B.S., Ph.D.
Attorney-in-Fact

Exhibit Index

Exhibit

No.	Description
1.1 ⁽¹⁾	Form of Underwriting Agreement
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 ⁽²⁾	Powers of Attorney

- (1) Previously filed as Exhibit 1.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-205501), originally filed with the Securities and Exchange Commission on July 6, 2015 and incorporated by reference herein.
- (2) Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-205501), originally filed with the Securities and Exchange Commission on July 6, 2015 and incorporated by reference herein.