

CATABASIS PHARMACEUTICALS INC
Form S-1MEF
June 20, 2018

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As Filed with the Securities and Exchange Commission on June 20, 2018

Registration No. 333-

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

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

CATABASIS PHARMACEUTICALS, 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)

26-3687168
(I.R.S. Employer
Identification No.)

**One Kendall Square
Bldg. 1400E, Suite B14202
Cambridge, Massachusetts 02139
(617) 349-1971**

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

Jill C. Milne, Ph.D.
President and Chief Executive Officer
Catabasis Pharmaceuticals, Inc.
One Kendall Square
Bldg. 1400E, Suite B14202
Cambridge, Massachusetts 02139
(617) 349-1971

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

Copies to:

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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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-225410

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, 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 type="checkbox"/>
		(Do not check if a smaller reporting company)	Emerging growth company <input checked="" 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Units, each Common Unit consisting of one share of common stock, par value \$0.001 per share, and one warrant to purchase one share of common stock	\$7,000,000	\$872
(i) Common stock included in the Common Units(3)		
(ii) Warrants included in the Common Units(3)		
Shares of common stock underlying Warrants included in the Common Units(4)	\$8,400,000	\$1,046
Total	\$15,400,000	\$1,918

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Represents only the additional number of securities being registered. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-225410).

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also cover an indeterminate number of shares that may be issued and resold resulting from stock splits, stock dividends or similar transactions.

(3) Filing fee included with the Common Units.

(4) Pursuant to Staff Compliance and Disclosure Interpretation 240.06, equals the aggregate exercise price of the Warrants.

This Registration Statement shall become effective upon filing 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 common units (each a "Common Unit"), each Common Unit consisting of one share of common stock, \$0.001 par value per share (each a "Share") and a warrant to purchase one Share, of the Registrant, as set forth in the Registration Statement and the prospectus contained therein, of Catabasis Pharmaceuticals, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-225410), which was declared effective by the Commission on June 19, 2018, are incorporated in this registration statement by reference.

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

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP</u>
23.1	<u>Consent of Ernst & Young LLP, independent registered public accounting firm</u>
23.2	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney</u>

*

Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-225410) filed with the Commission on June 4, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 20th day of June, 2018.

Catabasis Pharmaceuticals, Inc.

By: /s/ JILL C. MILNE

Jill C. Milne

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u> /s/ JILL C. MILNE </u> Jill C. Milne	President and Chief Executive Officer and Director (Principal Executive Officer)	June 20, 2018
<u> /s/ DEIRDRE CUNNANE </u> Deirdre Cunnane	Chief Legal Officer and Treasurer (Principal Financial Officer)	June 20, 2018
<u> /s/ NOAH CLAUSER </u> Noah Clauser	Vice President of Finance (Principal Accounting Officer)	June 20, 2018
<u> * </u> Michael Ross	Co-Chairman of the Board of Directors	June 20, 2018
<u> * </u> Kenneth Bate	Co-Chairman of the Board of Directors	June 20, 2018
<u> * </u> Burt Adelman	Director	June 20, 2018
<u> * </u> Jean George	Director	June 20, 2018
<u> * </u> Michael Kishbauch	Director	June 20, 2018
<u> /s/ DEIRDRE A. CUNNANE </u> Deirdre A. Cunnane <i>Attorney-in-fact</i>		

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