

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

ANAPTYSBIO, 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)

20-3828755
(I.R.S. Employer
Identification Number)

**10421 Pacific Center Court, Suite 200
San Diego, CA 92121
(858) 362-6295**

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

Hamza Suria
Chief Executive Officer
AnaptysBio, Inc.

**10421 Pacific Center Court, Suite 200
San Diego, CA 92121
(858) 362-6295**

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

Copies to:

**Effie Toshav, Esq.
Matthew S. Rossiter, Esq.
Robert A. Freedman, Esq.
Fenwick & West LLP
555 California Street
San Francisco, CA 94104
(415) 875-2300**

**Charles S. Kim, Esq.
Robert W. Phillips, Esq.
Sean M. Clayton, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

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.

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 number of the earlier effective registration statement for the same offering. 333-206849

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

This Post-Effective Amendment No. 1 relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-206849), declared effective by the Securities and Exchange Commission on January 25, 2017. The Registrant is filing this Post-Effective Amendment No. 1 pursuant to Rule 462(d) for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement, other than supplementing Item 16 of Part II as set forth below.

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits.

See Exhibit Index immediately following signature page.

(b) Financial Statement Schedules.

No financial statement schedules are provided because the information called for is not required or is shown either in the financial statements or notes.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this amendment to the registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, California, on the 26th day of January, 2017.

ANAPTYSBIO, INC.

By: /s/ Hamza Suria
Hamza Suria
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-1 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/ Hamza Suria</u> Hamza Suria | President, Chief Executive Officer and Director (Principal Executive Officer) | January 26, 2017 |
| <u>/s/ Dominic G. Piscitelli</u> Dominic G. Piscitelli | Chief Financial Officer (Principal Accounting and Financial Officer) | January 26, 2017 |
| <u>*</u> Tiba Aynechi, Ph.D. | Director | January 26, 2017 |
| <u>*</u> Carol G. Gallagher, Pharm.D. | Director | January 26, 2017 |
| <u>*</u> Nicholas B. Lydon, Ph.D., FRS | Director | January 26, 2017 |
| <u>*</u> Hollings Renton | Director | January 26, 2017 |
| <u>*</u> John Schmid | Director | January 26, 2017 |
| <u>*</u> James A. Schoeneck | Director | January 26, 2017 |
| <u>*</u> James N. Topper, M.D., Ph.D. | Director | January 26, 2017 |

* Pursuant to Power of Attorney

By: /s/ Hamza Suria
Hamza Suria
Attorney-in-fact

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Document</u> |
|-----------------------|--|
| 1.1* | Form of Underwriting Agreement, including Form of Lock-Up Agreement. |
| 3.1* | Amended and Restated Certificate of Incorporation, as currently in effect. |
| 3.2* | Form of Restated Certificate of Incorporation to be effective upon the closing of this offering. |
| 3.3* | Bylaws, as currently in effect. |
| 3.4* | Form of Restated Bylaws to be effective upon the closing of this offering. |
| 4.1* | Form of Common Stock Certificate. |
| 4.2* | Fourth Amended and Restated Investors' Rights Agreement, dated July 13, 2015, by and among the Registrant and certain of its stockholders. |
| 5.1 | Opinion of Fenwick & West LLP. |
| 10.1* | Form of Indemnity Agreement. |
| 10.2* | Amended and Restated 2006 Equity Incentive Plan and forms of award agreements. |
| 10.3* | 2017 Equity Incentive Plan, to become effective on the date the registration statement is declared effective, and forms of award agreements. |
| 10.4* | 2017 Employee Stock Purchase Plan, to become effective on the date the registration statement is declared effective, and forms of award agreements. |
| 10.5* | Employment Agreement, effective as of January 1, 2012, by and between the Registrant and Hamza Suria, as amended. |
| 10.6* | Employment Agreement, effective as of March 22, 2016, by and between the Registrant and Matthew Moyle. |
| 10.7* | Employment Agreement, effective as of October 20, 2014, by and between the Registrant and Marco Londei. |
| 10.8* | Office Lease, dated April 19, 2011, by and between the Registrant and Kilroy Realty, L.P., as amended. |
| 10.9* | Antibody Generation Agreement, dated December 22, 2011, by and between the Registrant and Celgene Corporation, as modified. |
| 10.10*+ | Collaboration and Exclusive License Agreement, dated March 10, 2014, by and among the Registrant, TESARO, Inc. and TESARO Development, Ltd., as amended. |
| 10.11*+ | License Agreement, dated August 30, 2006, by and between the Registrant and Medical Research Council, as amended. |
| 10.12*+ | Non-Exclusive Research and Commercial License Agreement, dated May 15, 2009, by and between the Registrant and Millipore Corporation. |
| 10.13* | Loan and Security Agreement, dated December 24, 2014, by and among the Registrant, Oxford Finance LLC and Silicon Valley Bank, as amended. |
| 21.1* | Subsidiaries of the Registrant. |
| 23.1* | Consent of KPMG LLP, an independent registered public accounting firm. |
| 23.2 | Consent of Fenwick & West LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney. |

* Previously filed.

+ Registrant has omitted and filed separately with the SEC portions of the exhibit pursuant to a confidential treatment request under Rule 406 promulgated under the Securities Act.



555 CALIFORNIA STREET, 12TH FLOOR SAN FRANCISCO, CA 94104
TEL 415.875.2300 FAX 415.281.1350 WWW.FENWICK.COM

January 26, 2017

AnaptysBio, Inc.
10421 Pacific Center Court, Suite 200
San Diego, California 92121

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (File Number 333-206849) filed by AnaptysBio, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission on September 9, 2015, as amended (the "**Registration Statement**"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 5,750,000 shares of the Company's Common Stock (the "**Stock**").

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) the Company's Amended and Restated Certificate of Incorporation certified by the Delaware Secretary of State on January 13, 2017 (the "**Restated Certificate**"), and the Amended and Restated Certificate of Incorporation that the Company intends to file and that will be effective upon the consummation of the sale of the Stock (the "**Post-Effective Restated Certificate**");
- (2) the Company's Bylaws, adopted by the Company's board of directors (the "**Board**") on February 28, 2006, as amended on July 9, 2015 (the "**Bylaws**"), and the Amended and Restated Bylaws that the Company has adopted in connection with, and that will be effective upon the consummation of the sale of the Stock (the "**Post-Effective Bylaws**");
- (3) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference;
- (4) the prospectus prepared in connection with the Registration Statement (the "**Prospectus**");
- (5) minutes of meetings and actions by written consent of the Board and the Company's stockholders (the "**Stockholders**") at which, or pursuant to which, the Restated Certificate, the Post-Effective Restated Certificate, the Bylaws and the Post-Effective Bylaws were approved;
- (6) minutes of meetings and actions by written consent of the Board and Stockholders at which, or pursuant to which, the sale and issuance of the Stock and related matters were approved;
- (7) the stock records for the Company that the Company has provided to us (consisting of a list of Stockholders and a list of the Company's option and warrant holders and of any rights to purchase capital stock, each prepared by the Company and dated January 25, 2017, verifying the number of such issued and outstanding securities);
- (8) a certificate of good standing issued by the Delaware Secretary of State dated January 25, 2017, stating that the Company is qualified to do business and is in good standing under the laws of the State of Delaware (the "**Certificate of Good Standing**");

- (9) a Management Certificate, addressed to us and dated of even date herewith, executed by the Company, containing certain factual representations (the "*Management Certificate*"); and
- (10) the underwriting agreement to be entered into by and among the Company and the several Underwriters named in Schedule I attached thereto.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same and the lack of any undisclosed termination, modification, waiver or amendment to any document referenced in clauses (5) and (6) above to us.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America and of the Delaware General Corporation Law and reported judicial decisions relating thereto.

In connection with our opinion expressed in paragraph (2) below, we have assumed that, at or prior to the time of the delivery of any shares of Stock, the Registration Statement will have been declared effective under the Securities Act of 1933, as amended, that the registration will apply to such shares of Stock and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such shares of Stock.

Based upon the foregoing, we are of the following opinion:

- (1) the Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and
- (2) the up to 5,750,000 shares of Stock to be issued and sold by the Company, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the Prospectus and in accordance with the resolutions adopted by the Board and to be adopted by the Pricing Committee of the Board, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

This opinion is intended solely for use in connection with the sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law subsequent to the date of effectiveness of the Registration Statement or the facts that may thereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP