

Outlook Therapeutics, Inc.
Form S-1MEF
April 10, 2019

As filed with the Securities and Exchange Commission on April 10, 2019

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Outlook Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

2836

(Primary Standard Industrial
Classification Code Number)

38-3982704

(I.R.S. Employer
Identification No.)

7 Clarke Drive

Cranbury, New Jersey 08512

(609) 619-3990

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

Lawrence A. Kenyon

President, Chief Executive Officer and Chief Financial Officer

Outlook Therapeutics, Inc.

7 Clarke Drive

Cranbury, New Jersey 08512

(609) 619-3990

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

Copies to:

**Yvan-Claude Pierre
Marianne C. Sarrazin**

**Pia Kaur
Cooley LLP
1114 Avenue of the Americas
New York, New York 10036
(212) 479-6000**

**Lawrence A. Kenyon
Outlook Therapeutics, Inc.
7 Clarke Drive
Cranbury, New Jersey 08512
(609) 619-3990**

**Jack Hogoboom
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, NY 10020
(212) 262-6700**

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

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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. ☒ x

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. ☒ x (File No. 333-229761)

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 ☐ Accelerated filer ☐ Non-accelerated filer ☐ Emerging growth company ☒ x
Smaller reporting company ☒ x

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⁾	Amount of Registration Fee⁽³⁾
Common Stock, \$0.01 par value per share ⁽²⁾	\$3,435,000	\$416.32
Common Stock Purchase Warrants and shares of Common	\$9,972,000	\$1,208.61

Stock,
\$0.01 par
value per
share,
underlying
Common
Stock
Purchase
Warrants

Total \$13,407,000 \$1,624.93

- (1) Estimated solely for the purpose of computing the amount of registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”).
- Pursuant to Rule 416, under the Securities Act the securities being registered hereunder include such indeterminate number of
- (2) additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.

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

EXPLANATORY NOTE AND

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“**Securities Act**”), Outlook Therapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-229761) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on February 21, 2019, and which the Commission declared effective on April 9, 2019.

The Registrant is filing this Registration Statement with respect to the registration of additional shares of common stock (the “**Shares**”) and additional warrants to purchase shares of common stock (the “**Warrants**”) and shares of common stock issuable upon exercise of the Warrants. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

EXHIBIT INDEX

Exhibit No.	Description
<u>5.1</u>	<u>Opinion of Cooley LLP</u>
<u>23.1</u>	<u>Consent of independent registered public accounting firm.</u>
<u>23.2</u>	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (included on signature page of registration statement on Form S-1 (File No. 333-229761), filed with the Securities and Exchange Commission on February 21, 2019, and incorporated by reference herein).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Cranbury, New Jersey, on April 10, 2019.

OUTLOOK THERAPEUTICS, INC.

By: /s/ Lawrence A. Kenyon
 Lawrence A. Kenyon
President, Chief Executive Officer and Chief Financial 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.

Signatures	Title	Date
*	Executive Chairman	April 10, 2019
Ralph H. Thurman		
/s/ Lawrence A. Kenyon	President and Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary and Director	April 10, 2019
Lawrence A. Kenyon	<i>(Principal Executive, Financial and Accounting Officer)</i>	
*	Director	April 10, 2019
Yezan Haddadin		
*	Director	April 10, 2019
Kurt J. Hilzinger		
*	Director	April 10, 2019
Pankaj Mohan, Ph.D.		
*	Director	

Faisal G. Sukhtian

April 10,
2019

*

Director

Joe Thomas

April 10,
2019

*

Director

Joerg Windisch,
Ph.D.

April 10,
2019

By: /s/ Lawrence A. Kenyon

Attorney-in-Fact