

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

**FORM S-1
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

THIRD HARMONIC BIO, 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)

83-4553503
(I.R.S. Employer
Identification Number)

**300 Technology Square, 8th Floor
Cambridge, Massachusetts 02139
(617) 915-6680**

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

**Natalie Holles
Chief Executive Officer
Third Harmonic Bio, Inc.
300 Technology Square, 8th Floor
Cambridge, Massachusetts 02139
(617) 915-6680**

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

Copies to:

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

**Charles S. Kim, Esq.
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4401 Eastgate Mall
San Diego, CA 92121
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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. 333-267022

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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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 checked="" type="checkbox"/>
		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.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“*Securities Act*”), Third Harmonic Bio, Inc. (“*Registrant*”) is filing this Registration Statement on Form S-1 (this “*Registration Statement*”) with the Securities and Exchange Commission (“*Commission*”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#), as amended (File No. 333-267022) (the “*Prior Registration Statement*”), which the Registrant originally filed with the Commission on August 23, 2022, and which the Commission declared effective on September 14, 2022.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 2,185,000 shares, 285,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee Table (Exhibit 107) contained in the Prior Registration Statement. 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.

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Fenwick & West LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (Registration No. 333-267022)).
107	Calculation of Filing Fee Table

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 the City of Cambridge, Commonwealth of Massachusetts, on the 14th day of September, 2022.

THIRD HARMONIC BIO, INC.

By: /s/ Natalie Holles
Natalie Holles
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Natalie Holles</u> Natalie Holles	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	September 14, 2022
<u>/s/ Robert Ho</u> Robert Ho	Chief Financial Officer (<i>Principal Accounting and Financial Officer</i>)	September 14, 2022
<u>*</u> Mark Iwicki	Chairman and Director	September 14, 2022
<u>*</u> David P. Bonita, M.D.	Director	September 14, 2022
<u>*</u> Michael Gladstone	Director	September 14, 2022
<u>*</u> Shao-Lee Lin, M.D., Ph.D.	Director	September 14, 2022
<u>*</u> Rob Perez	Director	September 14, 2022
<u>*</u> H. Martin Seidel, Ph.D.	Director	September 14, 2022
<u>*</u> Thomas M. Soloway	Director	September 14, 2022

*By Attorney-in-Fact

/s/ Natalie Holles
Natalie Holles

September 14, 2022

Third Harmonic Bio, Inc.
300 Technology Square, 8th Floor
Cambridge, Massachusetts 02139

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (the “**Registration Statement**”) filed by Third Harmonic Bio, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) on September 14, 2022, pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “**Securities Act**”) in connection with the registration of 2,185,000 additional shares of the Company’s common stock, par value \$0.0001 per share (the “**Stock**”).

In connection with our opinion expressed below we have examined originals or copies of the underwriting agreement pursuant to which the Stock will be sold to the underwriters, the Registration Statement, the prospectus prepared in connection with the Registration Statement (the “**Prospectus**”), the Company’s restated certificate of incorporation, as amended and restated (the “**Certificate of Incorporation**”), and the Company’s bylaws (the “**Bylaws**”), certain minutes and consents of the Company’s board of directors (the “**Board**”) or a committee or committees thereof and the Company’s stockholders relating to the Registration Statement, the Certificate of Incorporation and the Bylaws, and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or government officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Delaware Secretary of State and a management certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations by the Company.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, 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 (other than the Company), the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by 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 Delaware General Corporation Law.

In connection with our opinion expressed 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 that the registration will apply to the offer and sale of 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 opinion that the 2,185,000 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 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 issuance and sale of shares of Stock 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 is based solely on our understanding of facts in existence as of such date after the aforementioned examination. In rendering the opinions above, we are opining only as to the specific legal issues expressly set forth therein, and no opinion shall be inferred as to any other matter or matters. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated May 13, 2022 (September 8, 2022, as to the effects of the 1-for-2.259 stock split described in Note 14) relating to the financial statements of Third Harmonic Bio, Inc., appearing in the Registration Statement No. 333- 267022 on Form S-1 of Third Harmonic Bio, Inc. for the year ended December 31, 2021 and 2020. We also consent to the reference to us under the heading “Experts” in such Registration Statement No. 333-267022.

/s/ Deloitte & Touche LLP

Morristown, NJ

September 14, 2022

Calculation of Filing Fee Table

Form S-1
Third Harmonic Bio, Inc.

Table 1 — Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Rule 457(a)	2,185,000	\$17.00	\$37,145,000	\$0.0000927	\$3,444
Total Offering Amounts				—	\$37,145,000	—	\$3,444
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$3,444

- (1) Represents 2,185,000 additional number of shares of common stock being registered, including 285,000 additional shares to cover the underwriters' option to purchase securities to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (333-267022).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act. The Registrant previously registered 10,350,000 shares of its common stock with an aggregate offering price not to exceed \$186,300,000 on a Registration Statement on Form S-1, as amended (File No. 333-267022), which was declared effective by the Securities and Exchange Commission on September 14, 2022. In accordance with Rule 462(b) under the Securities Act, an additional amount of shares having a proposed maximum aggregate offering price of \$37,145,000 are hereby registered, which includes the additional shares that the underwriters have the option to purchase.