

Bellerophon Therapeutics, Inc.
Form S-1MEF
November 22, 2016

As filed with the Securities and Exchange Commission on November 22, 2016

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Bellerophon Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

2834

47-3116175

**(Primary Standard Industrial
Classification Code Number)**

**(State or Other Jurisdiction of
Incorporation or Organization)**

**(I.R.S. Employer
Identification Number)**

**184 Liberty Corner Road, Suite 302
Warren, New Jersey 07059**

(908) 574-4770

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal
Executive Offices)**

Fabian Tenenbaum

Chief Executive Officer

Bellerophon Therapeutics, Inc.

184 Liberty Corner Road, Suite 302

Warren, New Jersey 07059

(908) 574-4770

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Kenneth R. Koch, Esq.

Jeffrey P. Schultz, Esq. Joseph A. Smith, Esq.

**Mintz, Levin, Cohn, Ferris, Ellenoff Grossman & Schole LLP
Glovsky and Popeo, P.C.**

1345 Avenue of the Americas

Chrysler Center

New York, NY 10105

666 Third Avenue

New York, NY 10017

(212) 370-1300

(212) 935-3000

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, as amended (the "Securities Act"), 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. x File No. 333-214230

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 x

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽²⁾
Class A Units consisting of:	\$	—
(i) Common Stock, par value \$0.01 ⁽³⁾	—	—
(ii) Warrants to purchase Common Stock ⁽⁴⁾	—	—
Class B Units consisting of:	\$	—
(i) Series A Convertible Preferred Stock, par value \$0.01	—	—
(ii) Warrants to purchase Common Stock ⁽⁴⁾	—	—
Common Stock issuable upon conversion of Series A Convertible Preferred Stock ⁽³⁾	—	—
Common Stock issuable upon exercise of warrants to purchase Common Stock ⁽³⁾	\$ 1,714,286	—
Total	\$ 1,714,286	\$ 198.69

(1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act.

(2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such
(3) indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.

(4) No additional registration fee is payable pursuant to Rule 457(g) under the Securities Act.

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

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

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-214230), which was declared effective by the Commission on November 22, 2016, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$1,714,286. The required opinions and consents are listed on the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warren, New Jersey, on the 22nd day of November, 2016.

BELLEROPHON THERAPEUTICS, INC.

By: /s/ Fabian Tenenbaum
Fabian Tenenbaum

Chief Executive Officer

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/ Fabian Tenenbaum Fabian Tenenbaum	Chief Executive Officer (Principal Executive Officer and Principal Financial Officer)	November 22, 2016
/s/ Jonathan M. Peacock Jonathan M. Peacock	Chairman	November 22, 2016
By: /s/ Naseem Amin* Naseem Amin	Director	November 22, 2016
By: /s/ Scott Bruder* Scott Bruder	Director	November 22, 2016
By: /s/ Mary Ann Cloyd* Mary Ann Cloyd	Director	November 22, 2016
By: /s/ Matthew Holt*	Director	

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Matthew Holt

By: /s/ Jens Luehring* Director

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Jens Luehring

By: /s/ Andre V. Moura* Director

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Andre V. Moura

By: /s/ Daniel Tassé* Director

November
22, 2016

Daniel Tassé

By: /s/ Adam Weinstein* Director

November
22, 2016

Adam Weinstein

* Pursuant to Power of
Attorney

By: /s/ Fabian Tenenbaum
Fabian Tenenbaum

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-214230) filed with the SEC on November 22, 2016)
23.1*	Consent of KPMG LLP independent registered public accounting firm
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1) (incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-214230) filed with the SEC on November 22, 2016)
24.1	Power of Attorney (incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-1, filed with the SEC on October 25, 2016)

*Filed herewith.