

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

CENTESSA PHARMACEUTICALS PLC

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)
Centessa Pharmaceuticals plc
3rd Floor, 1 Ashley Rd,
Altrincham, Cheshire,
United Kingdom, WA14 2DT
+44 7391 789784

Not Applicable
(I.R.S. Employer
Identification Number)

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

Saurabh Saha
Chief Executive Officer
Centessa Pharmaceuticals, Inc.
5 Walnut Grove Drive,
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(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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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, as amended, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-255393)

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

Non-Accelerated Filer

Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Ordinary shares, nominal value £0.002 per share(4)	1,725,000	\$20.00	\$34,500,000	\$3,764

(1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1, as amended (File No. 333-255393) (the "Prior Registration Statement"), is hereby being registered. Represents only the additional number of shares being registered and includes 258,750 additional shares the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-255393).

(2) Includes the aggregate offering price of 258,750 additional ordinary shares represented by ADSs that the underwriters have the option to purchase.

(3) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended. The registrant previously registered securities on the Prior Registration Statement at an aggregate offering price not to exceed \$345,000,000, which was declared effective by the Securities and Exchange Commission on May 27, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$34,500,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

(4) These ordinary shares are represented by ADSs, each of which represents one ordinary share of the registrant. ADSs issuable upon deposit of the 1,725,000 ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-256385), including any amendments thereto.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated 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 (the “Securities Act”), Centessa Pharmaceuticals plc (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. 333-255393) (the “Prior Registration Statement”), which the Registrant originally filed with the Commission on [April 21, 2021](#), and subsequently amended on [May 12, 2021](#), [May 24, 2021](#) and [May 26, 2021](#), and which the Commission declared effective on May 27, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of American Depositary Shares (“ADSs”), each representing a single ordinary share of the Registrant, offered by the Registrant by 1,725,000 ADSs, 258,750 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional ADSs of the Registrant. The additional shares that are being registered for issuance and 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 contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

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

Exhibit Index

<u>Exhibit number</u>	<u>Description of exhibit</u>
5.1	Opinion of Goodwin Procter (UK) LLP.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of KPMG LLP, independent registered public accounting firm.
23.3	Consent of Frazier & Deeter, LLC, independent auditors.
23.4	Consent of Goodwin Procter (UK) LLP (included in Exhibit 5.1).
24.1	Power of Attorney (previously filed on the signature page to the Registrant’s Registration Statement on Form S-1 (File No. 333-255393), originally filed with the Securities and Exchange Commission on April 21, 2021 and incorporated by reference herein.)

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, under the laws and regulations of England and Wales, on May 27, 2021.

CENTESEA PHARMACEUTICALS PLC

By: /s/ Saurabh Saha, M.D., Ph.D

Name: Saurabh Saha, M.D., Ph.D.

Title: *Chief Executive Officer*

SIGNATURES

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Saurabh Saha, M.D., Ph.D.</u> Saurabh Saha, M.D., Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	May 27, 2021
<u>/s/ Gregory Weinhoff, M.D., M.B.A.</u> Gregory Weinhoff, M.D., M.B.A.	Chief Financial Officer (Principal Financial Officer)	May 27, 2021
<u>/s/ Marella Thorell</u> Marella Thorell	Chief Accounting Officer (Principal Accounting Officer)	May 27, 2021
* <u>Francesco De Rubertis, Ph.D.</u>	Director	May 27, 2021
* <u>Arjun Goyal, M.D., M.Phil, M.B.A.</u>	Director	May 27, 2021
* <u>Aaron Kantoff</u>	Director	May 27, 2021
* <u>Brett Zbar, M.D.</u>	Director	May 27, 2021
* <u>Mary Lynne Hedley, Ph.D.</u>	Director	May 27, 2021
* <u>Samarth Kulkarni, Ph.D.</u>	Director	May 27, 2021
<u>/s/ Carol Stuckley, M.B.A.</u> Carol Stuckley, M.B.A.	Director	May 27, 2021
* <u>Robert Califf, M.D.</u>	Director	May 27, 2021

Signature

Title

Date

/s/ Gregory Weinhoff, M.D., M.B.A.
Gregory Weinhoff, M.D., M.B.A.

Authorized Representative in the United States

May 27, 2021

* Pursuant to Power of Attorney

By: /s/ Gregory Weinhoff, M.D., M.B.A.
Attorney-in-Fact



Goodwin Procter (UK) LLP
100 Cheapside
London EC2V 6DY

goodwinlaw.com
+44 (0) 20 7447 4200

27 May 2021

Centessa Pharmaceuticals plc
3rd Floor 1 Ashley Rd, Altrincham,
United Kingdom, WA14 2DT

Ladies and Gentlemen:

Centessa Pharmaceuticals plc – Registration Statement on Form S-1 – Exhibit 5.1

We have acted as English legal advisers to Centessa Pharmaceuticals plc, a public limited company incorporated in England and Wales with company number 12973576 (the “**Company**”), in connection with the proposed offering of American Depositary Shares (the “**ADSs**”) representing ordinary shares of nominal value £0.002 each in the capital of the Company (the “**Ordinary Shares**”) (the “**Offering**” and the Ordinary Shares allotted and issued in connection therewith to Citibank, N.A. as the custodian and represented by ADSs, being the “**Shares**”). Each ADS represents one Ordinary Share.

1. INTRODUCTION

1.1 Purpose

In connection with the preparation and filing of (i) a registration statement on Form S-1 (File No. 333-255393) (such registration statement, as amended or supplemented through the date hereof, the “**Initial Registration Statement**”) and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) for the offering of additional ADSs representing additional Ordinary Shares, to which this letter is attached as an exhibit (the “**462(b) Registration Statement**”), and, together with the Initial Registration Statement, the “**Registration Statement**”) including a prospectus (the “**Prospectus**”) with the U.S. Securities and Exchange Commission (the “**SEC**”) pursuant to the Securities Act, we have been asked to provide opinions on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

1.2 Defined terms and headings

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears; and
- (b) headings are for ease of reference only and shall not affect interpretation.

1.3 Legal review

For the purpose of issuing this letter, we have examined such questions of law as we have considered appropriate. We have reviewed the following documents and conducted only the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection on the Company’s file conducted on 27 May 2021 at 4:08 pm (UK time);

- (b) an enquiry of the Central Index of Winding Up Petitions, London on 27 May 2021 at 3:57 pm (UK time) ((a) and (b) together, the “**Searches**”);
- (c) a certificate dated 27 May 2021 signed by the Chief Executive Officer of the Company (the “**Certificate**”) relating to certain factual matters as at the date of the Certificate and having annexed thereto copies (certified by the Chief Executive Officer of the Company as being true, complete, accurate and up-to-date in each case) of the following documents:
 - i. a PDF copy of the print of the resolutions passed by the shareholders of the Company at a general meeting held on 20 May 2021, approving, *inter alia*, the allotment of shares by the directors, or the granting of rights to subscribe for, or to convert any security into, shares on a non-preemptive basis up to an aggregate nominal amount of £305,000 (the “**Shareholder Resolutions**”);
 - ii. a PDF copy of the minutes of a meeting of the board of directors of the Company dated 20 May 2021 pursuant to which it was resolved, *inter alia*, to carry out the share capital reorganisation, in the case of the redesignation and conversion conditional on, but effective immediately prior to, the Offering and to establish a pricing committee of the board of directors of the Company (the “**Pricing Committee**”) and to delegate authority to the Pricing Committee to allot the Shares and to approve the nominee and depositary transfers in connection with the Offering and the use of the Company’s seal (the “**Board Resolutions**”);
 - iii. a PDF copy of the consent of an Investor Majority (as defined in the Articles (as defined below)) dated 20 May 2021, pursuant to which an Investor Majority approved, *inter alia*, the Offering and the adoption of the IPO Articles (as defined below) (the “**Investor Majority Consent**”);
 - iv. a copy of the class consents from the holders of the A preferred shares and A ordinary shares of the Company dated 20 May 2021 approving, amongst other things, the conversion of all classes of shares in the Company into a single class of ordinary shares (the “**Class Consents**”);
 - v. a draft PDF copy of the minutes of the meeting of the Pricing Committee authorising, *inter alia*, the allotment of the Shares and the nominee and depositary transfers in connection with the Offering (the “**Pricing Committee Minutes**”);
 - vi. a PDF copy of the current articles of association of the Company adopted pursuant to a special resolution dated 10 May 2021 (the “**Articles**”);
 - vii. PDF copies of (a) the certificate of incorporation of the Company dated 26 October 2020 and (b) the certificate of incorporation on re-registration of the Company as a public limited company dated 14 May 2021;
- (d) a draft copy of the articles of association of the Company to be adopted conditional on the completion of the Offering pursuant to a special resolution passed pursuant to the Shareholder Resolutions (the “**IPO Articles**”); and
- (e) a copy of the Registration Statement (including the Prospectus).

1.4 Applicable law

This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, English law and relate only to English law as applied by the English courts, including the laws of the European Union to the extent having the force of law in England, as at today's date. In particular:

- (a) we have not investigated the laws of any country other than England and we express no opinion in this letter on the laws of any jurisdiction other than England and we assume that no foreign law would or might affect any of the opinions given below. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement (including the Prospectus), the Offering, the Company, any document or any other matter contemplated by any document would or might affect this letter and/or the opinions given in it; and
- (b) we do not undertake or accept any obligation to update this letter and/or the opinions given in it to reflect subsequent changes in English law or factual matters.

1.5 Assumptions and reservation

The opinions given in this letter are given on the basis of each of the assumptions set out in schedule 1 (*Assumptions*) and are subject to the reservation set out in schedule 2 (*Reservation*) to this letter. The opinions given in this letter are strictly limited to the matters stated in paragraph 2 (*Opinions*) below and do not extend, and should not be read as extending, by implication or otherwise, to any other matters.

2. OPINIONS

Subject to paragraph 1 (*Introduction*) and the other matters set out in this letter and its schedules, and subject further to the following:

- (a) the Registration Statement becoming effective under the Securities Act;
- (b) the number of Shares to be allotted and issued in connection with the Offering not being greater than 18,975,000 and such Shares being allotted and issued by 2 June 2021;
- (c) the receipt in full of payment for the Shares in an amount of "cash consideration" (as defined in section 583(3) of the Act) of not less than the aggregate nominal value for such Shares; and
- (d) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that, as at today's date, the Shares, if and when allotted and issued, registered in the name of the recipient in the register of members of the Company and delivered as described in the Registration Statement, will be duly and validly authorised and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the issue thereof in connection with the Offering) and will not be subject to any call for payment of further capital.

3. EXTENT OF OPINIONS

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax or duty which may arise or be suffered as a result of or in connection with the Offering or the transactions contemplated thereby.

This letter only applies to those facts and circumstances which exist as at today's date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

4. DISCLOSURE AND RELIANCE

This letter is addressed to you in connection with the Registration Statement. We consent to the filing of this letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Other than for the purpose set out in the prior paragraph, this letter may not be relied upon, or assigned, for any purpose, without our prior written consent, which may be granted or withheld in our discretion.

Yours faithfully

/s/ Goodwin Procter (UK) LLP

Goodwin Procter (UK) LLP

**SCHEDULE 1
ASSUMPTIONS**

The opinions in this letter have been given on the basis of the following assumptions:

- (a) the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies;
- (b) that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen, and that each of the signed documents examined by us has been duly executed and, where applicable, delivered on behalf of the Company;
- (c) that the Articles referred to in paragraph 1.3(c) of this letter remain in full force and effect, and, save for the adoption of the IPO Articles upon the Offering, no alteration has been made or will be made to such articles of association, in each case prior to the date of the allotment and issue of the Shares (the “**Allotment Date**”);
- (d) on the Allotment Date the Company will comply with all applicable laws to allot and issue the Shares and the Company will receive such amounts as are necessary to fully pay the nominal value of the Shares and any applicable share premium;
- (e) that all documents, forms and notices which should have been delivered to the Registrar of Companies in respect of the Company have been so delivered, that information revealed by the Searches was complete and accurate in all respects and has not, since the time of the Searches, been altered and that the results of the Searches will remain complete and accurate as at the date of the Registration Statement;
- (f) that the contents of the Certificate were true and not misleading when given and remain true and not misleading as at the date of this letter and there is no fact or matter not referred to in the Certificate which could make any of the information in the Certificate inaccurate or misleading;
- (g) that in relation to the allotment and issue of the Shares, the directors of the Company have acted and will act in the manner required by section 172 of the Companies Act (Duty to promote the success of the Company), and there has not been and will not be any bad faith, breach of trust, fraud, coercion, duress or undue influence on the part of any of the directors of the Company;
- (h) on or around the date of this letter and prior to the issue of the Ordinary Shares, the Company will validly enter into an underwriting agreement on substantially the terms and conditions described in Exhibit 1.1. of the Registration Statement;
- (i) the Company is not, nor will be, engaging in criminal, misleading, deceptive or unconscionable conduct or seeking to conduct any relevant transaction or any associated activity in a manner or for a purpose which might render any transaction contemplated under any corporate approvals or any associated activity illegal, void or voidable; and
- (j) that the Pricing Committee Minutes referred to in paragraph 1.3(c) of this letter are executed in substantially the form provided to us annexed to the Certificate.

**SCHEDULE 2
RESERVATION**

The opinions in this letter are subject to the following reservation:

- (a) the opinions set out in this letter are subject to: (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 (*co-operation between courts exercising jurisdiction in relation to insolvency*) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Centessa Pharmaceuticals plc:

We consent to the use of our report dated March 12, 2021, except as to Note 8, which is as of May 24, 2021, with respect to the balance sheet of Centessa Pharmaceuticals Limited as of December 31, 2020, the related statements of operations and comprehensive loss, shareholders' deficit, and cash flows for the period October 26, 2020 (inception) through December 31, 2020, and the related notes, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Boston, Massachusetts
May 27, 2021

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Centessa Pharmaceuticals plc:

We consent to the use of our report dated March 12, 2021, with respect to the combined balance sheets of the Centessa Predecessor Group (consisting of Z Factor Limited, LockBody Therapeutics Ltd, and Morphogen-IX Limited) as of December 31, 2019 and 2020, the related combined statements of operations and comprehensive loss, convertible preferred shares and combined deficit, and cash flows for the years then ended, and the related notes, incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

Boston, Massachusetts
May 27, 2021



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CONSENT OF INDEPENDENT AUDITOR

We consent to the use in this Registration Statement on Form S-1 of Centessa Pharmaceuticals plc pursuant to Rule 462(b) of the Securities Act of 1933 of our reports dated March 12, 2021, relating to the financial statements of Palladio Biosciences, Inc.; Inexia Limited; Janpix Limited; Pega-One S.A.S.; PearlRiver Bio GmbH; Orexia Limited; Capella Bioscience Limited; and ApcinteX Limited, appearing in the Prospectus, which is part of this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Frazier & Deeter, LLC

Tampa, Florida
May 27, 2021