

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

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

Adagio 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)

85-1403134
(I.R.S. Employer
Identification No.)

**303 Wyman Street, Suite 300
Waltham, MA 02451
(603) 252-2274**

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

**Tillman U. Gerngross
Chief Executive Officer
Adagio Therapeutics, Inc.
303 Wyman Street, Suite 300
Waltham, MA 02451
(603) 252-2274**

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

Copies to:

**Divakar Gupta
Ryan Sansom
Courtney M.W. Tygesson
Cooley LLP
55 Hudson Yards
New York, New York 10001
(212) 479-6000**

**Richard D. Truesdell, Jr.
Roshni Banker Cariello
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**

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

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-257975)

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, 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

Smaller reporting 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 7(a)(2)(B) of the Securities 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 (2)(3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.0001 par value per share	575,000	\$17.00	\$9,775,000	\$1,067.00

- (1) Represents only the additional number of shares being registered and includes 75,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-257975).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$366,390,000 on a Registration Statement on Form S-1 (File No. 333-257975), which was declared effective by the Securities and Exchange Commission on August 5, 2021.
- (3) In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$9,775,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of common stock offered by Adagio Therapeutics, Inc. (the “Registrant”) by 575,000 shares, 75,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on Form S-1, as amended (File No. 333-257975), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on August 5, 2021, are incorporated by reference into this Registration Statement.

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

Exhibit Index

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-257975), originally filed with the Commission on July 16, 2021 and incorporated herein by reference).
24.2*	Power of Attorney of Michael Wyzga (included on the signature page of the Registration Statement on Form S-1 (File No. 333-257975), originally filed with the Commission on August 2, 2021 and incorporated herein by reference).

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Waltham, Massachusetts, on this 5th day of August, 2021.

ADAGIO THERAPEUTICS, INC.

By: /s/ Tillman U. Gerngross, Ph.D.
Tillman U. Gerngross, Ph.D.
Co-Founder, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, 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/ Tillman U. Gerngross, Ph.D.</u> Tillman U. Gerngross, Ph.D.	Co-Founder, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2021
<u>/s/ Jane Pritchett Henderson</u> Jane Pritchett Henderson	Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2021
<u>*</u> René Russo, Pharm.D.	Co-Founder, Director and Chair of the Board	August 5, 2021
<u>*</u> Terrance McGuire	Director	August 5, 2021
<u>*</u> Ajay Royan	Director	August 5, 2021
<u>*</u> Howard Mayer, M.D.	Director	August 5, 2021
<u>*</u> Anand Shah, M.D.	Director	August 5, 2021
<u>*</u> Tom Heyman	Director	August 5, 2021
<u>*</u> Michael Wyzga	Director	August 5, 2021

*By: /s/ Tillman U. Gerngross, Ph.D.
Tillman U. Gerngross, Ph.D.
Attorney-in-fact



Divakar Gupta
+1 212 479 6474
dgupta@cooley.com

August 5, 2021

Adagio Therapeutics, Inc.
303 Wyman Street, Suite 300
Waltham, MA 02451

Ladies and Gentlemen:

We have acted as counsel to Adagio Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 575,000 shares of the Company's common stock, par value \$0.0001 per share ("**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-257975), which was declared effective on August 5, 2021 (the "**Prior Registration Statement**"), including the prospectus that is part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, filed as Exhibits 3.4 and 3.5, to the Registration Statement, respectively, each of which is to be in effect upon the closing of the offering contemplated by the Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of the certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where due authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 55 Hudson Yards New York, NY 10001
t: (212) 479-6000 f: (212) 479-6275 cooley.com



August 5, 2021

Page Two

We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Divakar Gupta

Divakar Gupta

Cooley LLP 55 Hudson Yards New York, NY 10001
t: (212) 479-6000 f: (212) 479-6275 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated May 21, 2021, except for the effects of the stock split discussed in Note 15 to the consolidated financial statements, as to which the date is August 2, 2021, relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-257975) of Adagio Therapeutics, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-257975) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

August 5, 2021