

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

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

Finch Therapeutics Group, 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)

82-3433558
(I.R.S. Employer
Identification No.)

**200 Inner Belt Road, Suite 400
Somerville, Massachusetts 02143
(617) 229-6499**

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

Mark Smith, Ph.D.
Chief Executive Officer
Finch Therapeutics Group, Inc.
200 Inner Belt Road, Suite 400
Somerville, Massachusetts 02143
(617) 229-6499

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

Copies to:

Divakar Gupta
Ryan S. Sansom
Courtney T. Thorne
Cooley LLP
500 Boylston Street, 14th Floor
Boston, Massachusetts 02116
(617) 937-2300

Joseph D. Vittiglio
Finch Therapeutics Group, Inc.
200 Inner Belt Road, Suite 400
Somerville, Massachusetts 02143
(617) 229-6499

Edwin M. O'Connor
Seo Salimi
Goodwin Procter LLP
620 Eighth Avenue
New York, New York 10018
(212) 813-8000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes 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. (333-253622)

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

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(3)
Common Stock, \$0.001 par value per share	1,437,500	\$17.00	\$24,437,500	\$2,667

- (1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 187,500 shares that the underwriters have the option to purchase, and are in addition to the 7,187,500 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-253622), which included 937,500 shares that the underwriters have the option to purchase.
- (2) Based on the public offering price.
- (3) 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 \$122,187,500 on a Registration Statement on Form S-1 (File No. 333-253622), which was declared effective by the Securities and Exchange Commission on March 18, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$24,437,500 is hereby registered, which includes the additional shares that the underwriters have the option to purchase.

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**

This Registration Statement (the “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 Finch Therapeutics Group, Inc. (the “Registrant”) by 1,437,500 shares, 187,500 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. 333-253622), 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 March 18, 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

Exhibit Number	Description
5.1	Opinion of Cooley LLP.
23.1	Consent of Deloitte & Touche LLP, an 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. 333-253622), filed by the Registrant on February 26, 2021 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Somerville, Massachusetts, on the 18th day of March, 2021.

FINCH THERAPEUTICS GROUP, INC.

By: /s/ Mark Smith
Mark Smith, Ph.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Mark Smith</u> Mark Smith, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 18, 2021
<u>/s/ Gregory D. Perry</u> Gregory D. Perry	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 18, 2021
<u>*</u> Chris Shumway	Director	March 18, 2021
<u>*</u> Domenic Ferrante	Director	March 18, 2021
<u>*</u> Nicholas Haft	Director	March 18, 2021
<u>*</u> Christian Lange	Director	March 18, 2021
<u>*</u> Jeffery A. Smisek	Director	March 18, 2021
<u>*</u> Jo Viney, Ph.D.	Director	March 18, 2021

*By: /s/ Mark Smith
Mark Smith, Ph.D.
Attorney-in-fact



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

March 18, 2021

Finch Therapeutics Group, Inc.
200 Inner Belt Road, Suite 400
Somerville, Massachusetts 02143

Ladies and Gentlemen:

We have acted as counsel to Finch Therapeutics Group, Inc., a Delaware corporation (the “*Company*”), in connection with the filing by the Company of a Registration Statement on Form S-1 (as amended, the “*Registration Statement*”) with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an underwritten public offering of up to 1,437,500 shares of the Company’s common stock, par value \$0.001 per share, to be sold by the Company (the “*Shares*”). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-253622), as amended, which was declared effective on March 18, 2021 (the “*Prior Registration Statement*”), including the prospectus which forms a part of the Prior Registration Statement (the “*Prospectus*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, filed as Exhibits 3.3 and 3.4 to the Prior 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 certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of officers 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



Finch Therapeutics Group, Inc.
March 18, 2021
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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the 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 consent to the incorporation by reference in this Registration Statement on Form S-1 MEF of our report dated February 26, 2021 (March 15, 2021, as to the subsequent events described in Note 16), relating to the consolidated financial statements of Finch Therapeutics Group, Inc. and its subsidiaries included in Registration Statement No. 333-253622 on Form S-1 of Finch Therapeutics Group, Inc.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
March 18, 2021