

CHIASMA, INC  
Form S-1MEF  
July 15, 2015

As filed with the Securities and Exchange Commission on July 15, 2015.

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

**CHIASMA, 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)  
60 Wells Avenue, Suite 102

**76-0722250**  
(I.R.S. Employer  
Identification Number)

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**Newton, Massachusetts 02459**

**(866) 637-9703**

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

**Mark Leuchtenberger**

**Chief Executive Officer**

**Chiasma, Inc.**

**60 Wells Avenue, Suite 102**

**Newton, Massachusetts 02459**

**(866) 637-9703**

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

*Copies to:*

**Michael H. Bison**

**Daniel Lang**

**Goodwin Procter LLP**

**53 State Street**

**Exchange Place**

**Boston, Massachusetts 02109**

**(617) 570-1000**

**Divakar Gupta**

**Brent B. Siler**

**Cooley LLP**

**1114 Avenue of the Americas**

**New York, New York 10036**

**(212) 479-6000**

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. x 333-204949

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) x Smaller Reporting Company "

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be registered <sup>(1)</sup>	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee <sup>(2)</sup>
Common stock, \$0.01 par value per share	1,155,750	\$16.00	\$18,492,000	\$2,149

- (1) Represents only the additional number of shares being registered and includes 150,750 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-204949).
- (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 \$92,460,000 on a Registration Statement on Form S-1 (File No. 333-204949), which was declared effective by the Securities and Exchange Commission on July 15, 2015. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price per share of \$16.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

**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 by reference**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act ). The contents of the Registration Statement on Form S-1 (File No. 333-204949) filed by Chiasma, Inc. with the Securities and Exchange Commission (the Commission ) pursuant to the Securities Act, which was declared effective by the Commission on July 15, 2015, are incorporated by reference into this Registration Statement.

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

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**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 Boston, Massachusetts on July 15, 2015.

**CHIASMA, INC.**

By: /s/ Mark Leuchtenberger  
Name: Mark Leuchtenberger  
Title: President and 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark Leuchtenberger	President, Chief Executive Officer and Director	July 15, 2015
Mark Leuchtenberger	(Principal Executive Officer)	
/s/ Mark J. Fitzpatrick	Chief Financial Officer	July 15, 2015
Mark J. Fitzpatrick	(Principal Financial and Accounting Officer)	
*	Director	July 15, 2015
David Stack		
*	Director	July 15, 2015
Dror Brandwein		
*	Director	July 15, 2015
Todd Foley		
*	Director	July 15, 2015
Ansbert Gadicke, M.D.		
*	Director	July 15, 2015
Bard Geesaman, M.D., Ph.D.		
*	Director	July 15, 2015

Vincent Miles, Ph.D.

\*

Director

July 15, 2015

Scott Minick

\*

Director

July 15, 2015

John Scarlett, M.D.

\* Pursuant to Power of Attorney

By: /s/ Mark Leuchtenberger  
Mark Leuchtenberger

Attorney-In-Fact

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit Index</b>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Korst Forer Gabbay & Kasierer
23.2	Consent of Goodwin Procter 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, as amended (File No. 333-204949), originally filed with the Securities and Exchange Commission on June 15, 2015 and incorporated by reference herein.