

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

FORM S-1

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

LIFESCI ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

6770

(Primary Standard Industrial
Classification Code Number)

83-3197402

(I.R.S. Employer
Identification Number)

**250 W. 55th St., #3401
New York, NY 10019
(646) 889-1200**

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

**Andrew McDonald
Chief Executive Officer
250 W. 55th St., #3401
New York, NY 10019
(646) 889-1200**

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

Copies to:

**Mitchell S. Nussbaum
Giovanni Caruso
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
(212) 407-4000
(212) 407-4990 — Facsimile**

**Christian O. Nagler
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4660
(212) 446-4900 — Facsimile**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this offering.

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. 333-236466

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

Title of Each Class of Security being registered	Amount Being Registered	Proposed Maximum Offering Price per Security ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Units, each consisting of one share of common stock, \$0.0001 par value and one Warrant entitling the holder to purchase one-half of one share of common stock ⁽²⁾	1,150,000	\$ 10.00	\$ 11,500,000	\$ 1,492.70
Shares of common stock, \$0.0001 par value, included as part of the units	1,150,000	—	—	— ⁽³⁾
Warrants included as part of the units	1,150,000	—	—	— ⁽³⁾
Total			<u>\$ 11,500,000</u>	<u>\$ 1,492.70</u>

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Includes (A) the aggregate of 1,000,000 units to be issued to public stockholders in the public offering, and 150,000 units which may be issued upon exercise of a 45-day option granted to the Underwriters to cover over-allotments, if any; and (B) shares of common stock and warrants underlying such units.
- (3) No fee pursuant to Rule 457(g).

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

EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended. Lifesci Acquisition Corp. (the “Registrant”) hereby incorporates by reference into this registration statement the contents of the Registration Statement on Form S-1 (Registration No. 333-236466), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on March 5, 2019. This registration statement is being filed solely to increase the number of units being offered in the public offering. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (File No. 333-236466), are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

(a) The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Loeb & Loeb LLP.
23.1	Consent of WithumSmith+Brown, PC
23.2	Consent of Loeb & Loeb LLP (included in Exhibit 5.1).

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 New York, on the 5th day of March, 2020.

LIFESCI ACQUISITION CORP.

By: /s/ Andrew McDonald
Name: Andrew McDonald
Title: Chief Executive Officer

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>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Andrew McDonald</u> Andrew McDonald	Chairman and Chief Executive Officer (Principal executive officer) and Director	March 5, 2020
<u>/s/ David Dobkin</u> David Dobkin	Chief Financial Officer (Principal financial and accounting officer), Head of Strategy and Director	March 5, 2020
<u>/s/ Michael Rice</u> Michael Rice	Chief Operating Officer and Director	March 5, 2020
<u>/s/ Jonas Grossman</u> Jonas Grossman	Director	March 5, 2020
<u>/s/ Karin Walker</u> Karin Walker	Director	March 5, 2020
<u>/s/ Barry Dennis</u> Barry Dennis	Director	March 5, 2020
<u>/s/ John Ziegler, M.D.</u> John Ziegler, M.D.	Director	March 5, 2020
<u>/s/ Brian Schwartz, M.D.</u> Brian Schwartz, M.D.	Director	March 5, 2020



LOEB & LOEB LLP

345 Park Avenue
New York, NY 10154-1895

Main 212.407.4000
Fax 212.407.4990

March 5, 2020

LifeSci Acquisition Corp.
250 W. 55th St., #3401
New York, NY 10019

Re: LifeSci Acquisition Corp.

Ladies and Gentlemen:

We have acted as counsel to LifeSci Acquisition Corp., a Delaware corporation (the “**Company**”), in connection with its filing of the Registration Statement on Form S-1 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), with the Securities and Exchange Commission. The Registration Statement relates to an underwritten public offering and sale of (i) 1,000,000 units (the “**Units**”), with each Unit consisting of one share (each a “**Share**”) of the Company’s common stock, par value \$.0001 per share (the “**Common Stock**”), and one warrant (each, a “**Warrant**” and, collectively, the “**Public Warrants**”) to purchase one-half of a share of the Company’s Common Stock (each a “**Public Warrant Share**”), and (ii) up to 150,000 Units (the “**Over-Allotment Units**”) for which the underwriters have been granted an over-allotment option.

The Public Warrants will be issued and sold pursuant to the terms of the Warrant Agreement, filed as an exhibit to the Registration Statement on Form S-1 (333-236466) (the “**Warrant Agreement**”).

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction of the Company’s Amended and Restated Certificate of Incorporation and Bylaws, the Warrant Agreement, and such other documents, records and instruments as we have deemed appropriate for purposes of the opinion set forth herein. We have, to the extent deemed appropriate, relied upon certain representations of certain officers of the Company, as to questions of fact material to this opinion.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile, or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that (i) the Units have been duly authorized by the Company and, when issued and sold by the Company and delivered by the Company against receipt of the purchase price therefor, in the manner contemplated by the Registration Statement, will be valid and legally binding obligations of the Company, (ii) the Shares have been duly authorized by the Company and, when issued and sold by the Company and delivered by the Company against receipt of the purchase price therefor, in the manner contemplated by the Registration Statement, will be validly issued, fully paid and non-assessable, (iii) the Public Warrants have been duly authorized by the Company and, provided that the Public Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, then the Public Warrants, when issued and sold in the manner contemplated by the Registration Statement, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, and (iv) the Public Warrant Shares have been duly authorized and, when issued and delivered by the Company against payment therefor, upon exercise of the Public Warrants in accordance with the terms therein and the terms of the Warrant Agreement, will be validly issued, fully paid and non-assessable.

We are opining solely on (i) all applicable statutory provisions of Delaware corporate law, including the rules and regulations underlying those provisions, all applicable provisions of the Constitution of the State of Delaware and all applicable judicial and regulatory determinations, and (ii) the laws of the State of New York.

In addition, the foregoing opinions are qualified to the extent that (a) enforceability may be limited by and be subject to general principles of equity, regardless of whether such enforceability is considered in a proceeding in equity or at law (including, without limitation, concepts of notice and materiality), and by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' and debtors' rights generally (including, without limitation, any state or federal law in respect of fraudulent transfers); and (b) no opinion is expressed herein as to compliance with or the effect of federal or state securities or blue sky laws.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your U.S. counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Loeb & Loeb LLP
Loeb & Loeb LLP

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 February 14, 2020, relating to the balance sheet of LifeSci Acquisition Corp. as of June 30, 2019, and the related statements of operations, changes in stockholder's equity and cash flows for the period from December 19, 2018 (inception) through June 30, 2019, appearing in Amendment No. 2 to the Registration Statement on Form S-1, File No. 333-236466.

WithumSmith+Brown, PC

New York, New York

March 5, 2020
