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

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

BIOAGE LABS, 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)

47-4721157
(I.R.S. Employer
Identification Number)

**1445A South 50th Street
Richmond, California 94804
(510) 806-1445**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Kristen Fortney, Ph.D.
Chief Executive Officer and President
**1445A South 50th Street
Richmond, California 94804
(510) 806-1445**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Matthew Rossiter, Esq.
Robert A. Freedman, Esq.
Julia Forbess, Esq.
Michael S. Pilo, Esq.
Fenwick & West LLP
555 California Street
12th Floor
San Francisco, California 94104
(415) 875-2300

Charles S. Kim, Esq.
Denny Won, Esq.
Divakar Gupta, Esq.
Cooley LLP
10265 Science Center Drive
San Diego, CA 92121
(858) 550-6000

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 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-281901

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 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, 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

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 7(a)(2)(B) of the Securities Act.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“*Securities Act*”), BioAge Labs, Inc. (“*Registrant*”) is filing this Registration Statement on Form S-1 (this “*Registration Statement*”) with the Securities and Exchange Commission (“*Commission*”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-281901) (the “*Prior Registration Statement*”), which the Registrant originally filed with the Commission on September 3, 2024, and which the Commission declared effective on September 25, 2024.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by 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 additional shares that are being registered for 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 (Exhibit 107) contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Fenwick & West LLP
23.1	Consent of KPMG LLP
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (Registration No. 333-281901))
107	Calculation of Filing Fee Table

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 Richmond, State of California, on the 25th day of September, 2024.

BIOAGE LABS, INC.

By: /s/ Kristen Fortney
Kristen Fortney, Ph.D.
Chief Executive Officer and President

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kristen Fortney</u> Kristen Fortney, Ph.D.	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	September 25, 2024
<u>/s/ Dov Goldstein</u> Dov Goldstein, M.D.	Chief Financial Officer <i>(Principal Financial Officer)</i>	September 25, 2024
<u>/s/ Shane Barton</u> Shane Barton	Vice President of Finance <i>(Principal Accounting Officer)</i>	September 25, 2024
<u>*</u> Jean-Pierre Garnier, Ph.D.	Chair of the Board of Directors	September 25, 2024
<u>*</u> Michael Davidson, M.D.	Director	September 25, 2024
<u>*</u> Patrick Enright	Director	September 25, 2024
<u>*</u> James Healy, M.D., Ph.D.	Director	September 25, 2024
<u>*</u> Rekha Hemrajani	Director	September 25, 2024
<u>*</u> Eric Morgen, M.D.	Director	September 25, 2024
<u>*</u> Vijay Pande, Ph.D.	Director	September 25, 2024

*By Attorney-in-Fact

/s/ Kristen Fortney
Kristen Fortney, Ph.D.



555 California Street
12th Floor
San Francisco, CA 94104

415.875.2300
Fenwick.com

September 25, 2024

BioAge Labs, Inc.
1445A South 50th Street
Richmond, California 94804

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

As counsel to BioAge Labs, Inc., a Delaware corporation (the “*Company*”), we have examined the Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission (the “*Commission*”) on September 25, 2024 (the “*Registration Statement*”), including a related prospectus included in the Registration Statement (the “*Prospectus*”), pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “*Securities Act*”), in connection with the registration of 575,000 additional shares of the Company’s common stock, \$0.00001 par value per share (the “*Shares*”). This letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company. We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinions set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“*EDGAR*”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

In connection with our opinion expressed below, we have assumed that, (i) the Registration Statement and any amendments (including any necessary post-effective amendments) will have been declared effective under the Securities Act, (ii) the Registration Statement will apply to the offer and sale of the Shares and will not have been modified or rescinded and (iii) the Company's Amended and Restated Certificate of Incorporation, a form of which has been filed as an exhibit to the Registration Statement, is filed with the Secretary of State of the State of Delaware before issuance of the Shares.

Based upon the foregoing, and subject to the qualifications and exceptions contained herein, we are of the opinion that the Shares, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the Prospectus, and in accordance with the resolutions adopted by the Company's board of directors and the Pricing Committee thereof, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus and any amendments thereto. In giving this consent we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

[Concluding Paragraph Follows on Next Page]

This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date after the aforementioned examination and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 31, 2024, except for the effects of the reverse stock split discussed in Note 12E, as to which the date is September 18, 2024, with respect to the consolidated financial statements of BioAge Labs, Inc., included herein, and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

San Francisco, California
September 24, 2024

Calculation of Filing Fee Table

Form S-1

BioAge Labs, Inc.

Table 1 — Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price(1)(2)	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, par value \$0.00001 per share	Rule 457(a)	575,000	\$18.00	10,350,000	\$0.00014760	1,528
	Total Offering Amounts					10,350,000	—	1,528
	Total Fee Offsets					—	—	—
	Net Fee Due					—	—	1,528

- (1) Represents 575,000 additional shares of common stock being registered, including 75,000 additional shares to cover the underwriters' option to purchase additional shares in full. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (333-281901).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the Securities Act). The Registrant previously registered 12,075,000 shares of its common stock with an aggregate offering price not to exceed \$229,425,000 on a Registration Statement on Form S-1, as amended (File No. 333-281901), which was declared effective by the Securities and Exchange Commission on September 25, 2024. In accordance with Rule 462(b) under the Securities Act, an additional amount of shares having a proposed maximum aggregate offering price of \$18.00 are hereby registered, which includes the additional shares that the underwriters have the option to purchase.