

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

**FORM S-1
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

IMMUNOVANT, 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)

83-2771572
(I.R.S. Employer
Identification Number)

**320 West 37th Street
New York, NY 10018
(917) 580-3099**

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

**W. Bradford Middlekauff
General Counsel
Immunovant, Inc.
320 West 37th Street
New York, NY 10018
(917) 580-3099**

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

Copies to:

**Frank F. Rahmani
John T. McKenna
Alison A. Haggerty
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000**

**Nathan Ajiashvili
B. Shayne Kennedy
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
(212) 906-1200**

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. (File No. 333-237627)

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

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.

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES BEING REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE(1)
Common stock, \$0.0001 par value per share	\$23,232,300	\$3,016

- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$116,161,500 on a Registration Statement on Form S-1, as amended (File No. 333-237627), which was declared effective by the Securities and Exchange Commission on April 14, 2020. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$23,232,300 is hereby registered, which includes the additional 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) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Immunovant, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-237627) (the “**Prior Registration Statement**”), which the Registrant filed with the Commission on April 10, 2020, and which the Commission declared effective on April 14, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered by the Registrant in the public offering by \$23,232,300, which includes additional shares that the underwriters have the option to purchase. The additional shares that are being registered for issuance and 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 contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>
23.2	<u>Consent of WithumSmith+Brown, PC, independent registered public accounting firm.</u>
23.3	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on FormS-1 (File No. 333-237627) filed on April 10, 2020).</u>

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 the City of New York, the State of New York, on the 14th day of April, 2020.

IMMUNOVANT, INC.

By: /s/ Peter Salzmann, M.D.

Peter Salzmann, M.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.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Peter Salzmann, M.D.</u> Peter Salzmann, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	April 14, 2020
<u>/s/ Pamela Yanchik Connealy</u> Pamela Yanchik Connealy	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	April 14, 2020
<u>*</u> Frank M. Torti, M.D.	Chairperson of the Board of Directors	April 14, 2020
<u>*</u> Andrew Fromkin	Director	April 14, 2020
<u>*</u> Douglas Hughes	Director	April 14, 2020
<u>*</u> George Migausky	Director	April 14, 2020
<u>*</u> Atul Pande, M.D.	Director	April 14, 2020
<u>*</u> Eric Venker, M.D.	Director	April 14, 2020

*By: /s/ Pamela Yanchik Connealy
Pamela Yanchik Connealy
Attorney-In-Fact



Frank F. Rahmani
+1 650 843 5753
rahmaniff@cooley.com

April 14, 2020

Immunovant, Inc.
320 West 37th Street
New York, NY 10018

Ladies and Gentlemen:

We have acted as counsel to Immunovant, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (No. 333-237627) (the "**Initial Registration Statement**") with the Securities and Exchange Commission, including the prospectus which forms a part of the Initial Registration Statement (the "**Prospectus**"), and a Registration Statement on Form S-1 related thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "**462(b) Registration Statement**") and, together with the Initial Registration Statement, the "**Registration Statements**"), covering an underwritten public offering of up to 9,613,365 shares of the Company's common stock, par value \$0.0001 ("**Shares**"), including up to 1,253,917 Shares that may be sold pursuant to the exercise of an option to purchase additional Shares.

In connection with this opinion, we have examined and relied upon (a) the Registration Statements and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (c) 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 undertaken no independent verification with respect to such matters.

We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, 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 a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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 Statements and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t (650) 843-5000 f (650) 849-7400 cooley.com



Immunovant, Inc.
April 14, 2020
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We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Initial Registration Statement and to the filing of this opinion as an exhibit to the 462(b) Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Frank F. Rahmani
Frank F. Rahmani

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t (650) 843-5000 f (650) 849-7400 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated May 29, 2019 (except Note 1[C], as to which the date is February 28, 2020), with respect to the combined and consolidated financial statements of Immunovant Sciences Ltd. included in the Registration Statement (Form S-1 No. 333-237627) and related Prospectus of Immunovant, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Iselin, New Jersey
April 14, 2020

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 2, 2019, relating to the balance sheet of Health Sciences Acquisitions Corporation as of December 31, 2018, and the related statements of operations, changes in stockholder's equity and cash flows for the period from December 6, 2018 (inception) through December 31, 2018, appearing in the Registration Statement on Form S-1, File No. 333-237627.

WithumSmith+Brown, PC

New York, New York
April 13, 2020