

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

FORM S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Olema Pharmaceuticals, 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)

30-0409740
(I.R.S. Employer Identification Number)

Olema Pharmaceuticals, Inc.
512 2nd Street, 4th Floor
San Francisco, California 94107
(415) 651-3316
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Sean Bohlen, M.D., Ph.D.
Chief Executive Officer and President
512 2nd Street, 4th Floor
San Francisco, California 94107
(415) 651-3316

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

Dave Peinsipp
Kristin VanderPas
Jodie Bourdet
Denny Won
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000

Copies to:
Shane Kovacs
Chief Operating and Financial Officer
512 2nd Street, 4th Floor
San Francisco, California 94107
(415) 651-3316

Alan F. Denenberg
Stephen Salmon
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

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. (File No. 333-249748)

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

Smaller reporting company
Accelerated filer
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 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, \$0.0001 par value per share	1,150,000	\$ 19.00	\$ 21,850,000	\$ 2,384

(1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 150,000 shares that the underwriters have the option to purchase, and are in addition to the 11,500,000 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-249748), which included 1,500,000 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 \$207,000,000 on a Registration Statement on Form S-1 (File No. 333-249748), which was declared effective by the Securities and Exchange Commission on November 18, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$21,850,000 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 OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional common stock, par value \$0.0001 per share (“Common Stock”), of Olema Pharmaceuticals, Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended ([File No. 333-249748](#)) (the “Prior Registration Statement”), which the Commission declared effective on November 18, 2020, and is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,150,000 shares of Common Stock, including 150,000 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of Common Stock 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 contained in the Prior 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 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. 333-249748), filed with the Commission on October 30, 2020 and incorporated herein by reference).
24.2	Power of Attorney (included on the signature page of the Registration Statement on Form S-1, as amended (File No. 333-249748), filed with the Commission on November 16, 2020 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 the City of San Francisco, State of California, on November 18, 2020.

OLEMA PHARMACEUTICALS, INC.

By: /s/ Sean Bohen
Sean Bohen, M.D., 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/ Sean Bohen</u> Sean Bohen, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	November 18, 2020
<u>/s/ Shane Kovacs</u> Shane Kovacs	Chief Operating and Financial Officer (Principal Financial and Accounting Officer)	November 18, 2020
<u>*</u> Ian Clark	Chairperson of the Board	November 18, 2020
<u>*</u> Cynthia Butitta	Director	November 18, 2020
<u>*</u> Cyrus L. Harmon, Ph.D.	Director	November 18, 2020
<u>*</u> Sandra J. Horning, M.D.	Director	November 18, 2020
<u>*</u> Gorjan Hrustanovic, Ph.D.	Director	November 18, 2020
<u>*</u> Frank McCormick, Ph.D., F.R.S., D.Sc. (Hon)	Director	November 18, 2020
<u>*</u> Andrew Rappaport	Director	November 18, 2020
<u>*</u> Graham Walmsley, M.D., Ph.D.	Director	November 18, 2020

*By: /s/ Shane Kovacs
Shane Kovacs
Attorney-in-fact



Jodie Bourdet
+1 415 693 2054
jbourdet@cooley.com

November 18, 2020

Olema Pharmaceuticals, Inc.
512 2nd Street, 4th Floor
San Francisco, California 94107

Ladies and Gentlemen:

We have acted as counsel to Olema Pharmaceuticals, 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 1,150,000 shares of the Company's common stock, par value \$0.0001 per share, to be sold by the Company (the "**Shares**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-249748), which was declared effective on November 18, 2020 (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 (i) the Registration Statement, the Prior Registration Statement, and the Prospectus, (ii) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (iii) the Company's Amended and Restated Certificate of Incorporation filed as Exhibit 3.2 to the Registration Statement, which is to be in effect following the closing of the offering contemplated by the Registration Statement and the Company's Amended and Restated Bylaws filed as Exhibit 3.4 to the Registration Statement, which are to be in effect prior to the closing of the offering contemplated by the Registration Statement, and (iv) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions 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 an officer 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.

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.

Cooley LLP 101 California Street, 5th Floor San Francisco, CA 94111-5800
t: (415) 693-2000 f: (415) 693-2222 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 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 September 18, 2020 (except for the effects of the reverse stock split discussed in Note 14, as to which the date is November 16, 2020) with respect to the financial statements of Olema Pharmaceuticals, Inc. included in Amendment No.1 to the Registration Statement (Form S-1 No. 333-249748) and related Prospectus of Olema Pharmaceuticals, Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

Redwood City, California
November 18, 2020
