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

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

Silverback Therapeutics, 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)

81-1489190
(I.R.S. Employer
Identification Number)

Silverback Therapeutics, Inc.
500 Fairview Ave N, Suite 600
Seattle, Washington 98109
(206) 456-2900

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

Laura Shawver, Ph.D.
Chief Executive Officer
500 Fairview Ave N, Suite 600
Seattle, Washington 98109
(206) 456-2900

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

Copies to:

**Kenneth J. Rollins
Charles S. Kim
James Pennington
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000**

**Brian J. Cuneo
Phillip S. Stoup
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

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. 333-250009)

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

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	1,725,000	\$ 21.00	\$ 36,225,000	\$ 3,953

(1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 225,000 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. 333-250009), 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 \$230,000,000 on a Registration Statement on Form S-1 (File No. 333-250009), which was declared effective by the Securities and Exchange Commission on December 3, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36,225,000 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 Silverback Therapeutics, 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. 333-250009) (the “Prior Registration Statement”), which the Commission declared effective on December 3, 2020, and is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,725,000 shares of Common Stock, including 225,000 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	<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 Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-250009), filed with the Commission on November 10, 2020 and incorporated herein by reference).</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 Seattle, State of Washington, on December 3, 2020.

SILVERBACK THERAPEUTICS, INC.

By: /s/ Laura Shawver, Ph.D.
Laura Shawver, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Laura Shawver, Ph.D.</u> Laura Shawver, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	December 3, 2020
<u>/s/ Jonathan Piazza</u> Jonathan Piazza	Chief Financial Officer (Principal Financial Officer)	December 3, 2020
<u>/s/ Russ Hawkinson</u> Russ Hawkinson	Senior Vice President of Finance (Principal Accounting Officer)	December 3, 2020
<u>*</u> Peter Thompson, M.D.	Chairman of the Board of Directors	December 3, 2020
<u>*</u> Vickie L. Capps	Director	December 3, 2020
<u>*</u> Robert Hershberg, M.D., Ph.D.	Director	December 3, 2020
<u>*</u> Saqib Islam, J.D.	Director	December 3, 2020
<u>*</u> Andrew Powell, J.D.	Director	December 3, 2020
<u>*</u> Jonathan Root, M.D.	Director	December 3, 2020
<u>*</u> Thilo Schroeder, Ph.D.	Director	December 3, 2020
<u>*</u> Scott Platshon	Director	December 3, 2020

*By: /s/ Laura Shawver, Ph.D.
Laura Shawver, Ph.D.
Attorney-in-fact



Kenneth J. Rollins
+1 858 550 6136
krollins@cooley.com

December 3, 2020

Silverback Therapeutics, Inc.
500 Fairview Avenue N, Suite 600
Seattle, WA 98109

Ladies and Gentlemen:

We have acted as counsel to Silverback Therapeutics, 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 1,725,000 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. 333-250009), which was declared effective on December 3, 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 immediately prior to 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 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6000 f: (858) 550 6420 cooley.com



Silverback Therapeutics, Inc.

December 3, 2020

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Sincerely,

Cooley LLP

By: /s/ Kenneth J. Rollins

Kenneth J. Rollins

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121

t: (858) 550-6000 f: (858) 550-6420 cooley.com

Consent of Ernst & Young LLP, 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 October 2, 2020, except for note 18(a) and 18(b), as to which the date is November 30, 2020, with respect to the consolidated financial statements of Silverback Therapeutics, Inc, included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-250009) and related Prospectus of Silverback Therapeutics, Inc. for the registration of 1,725,000 shares of its common stock.

/s/ Ernst & Young LLP

Seattle, Washington
December 3, 2020