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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

HilleVax, 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)

85-0545060
(I.R.S. Employer
Identification Number)

**75 State Street, Suite 100 - #9995
Boston, Massachusetts 02109
(617) 213-5054**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Rob Hershberg, M.D., Ph.D.
Chairman, President and Chief Executive Officer
HilleVax, Inc.

**75 State Street, Suite 100 - #9995
Boston, Massachusetts 02109
(617) 213-5054**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared 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. 333-264159)

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, smaller reporting company or an emerging growth company. See the definition 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

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.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by HilleVax, Inc. (the "Registrant") by 1,691,650 shares, 220,650 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities 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 Registration Statement on Form S-1, as amended (File No. 333-264159) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Exhibit Index

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 5.1 | <u>Opinion of Latham & Watkins LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on April 25, 2022)</u> |
| 23.1 | <u>Consent of independent registered public accounting firm</u> |
| 23.2 | <u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u> |
| 24.1 | <u>Power of Attorney (incorporated by reference to the signature page of the Prior Registration Statement filed on April 6, 2022)</u> |
| 107 | <u>Filing Fee Table</u> |

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, State of Massachusetts, on this 28th day of April, 2022.

HILLEVAX, INC.

By: /s/ Robert Hershberg, M.D., Ph.D.
Robert Hershberg, M.D., Ph.D.
Chairman, President and 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 held on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|----------------|
| <u>/s/ Robert Hershberg, M.D., Ph.D.</u> Robert Hershberg, M.D., Ph.D. | Chairman, President and Chief Executive Officer (principal executive officer) | April 28, 2022 |
| <u>/s/ David Socks</u> David Socks | Chief Financial Officer and Chief Business Officer (principal financial and accounting officer) | April 28, 2022 |
| <u>*</u> Shelley Chu, M.D., Ph.D. | Director | April 28, 2022 |
| <u>*</u> Gary Dubin, M.D. | Director | April 28, 2022 |
| <u>*</u> Julie Gerberding, M.D., M.P.H. | Director | April 28, 2022 |
| <u>*</u> Patrick Heron | Director | April 28, 2022 |
| <u>*</u> Jeryl Hilleman | Director | April 28, 2022 |
| <u>*</u> Aditya Kohli, Ph.D. | Chief Operating Officer and Director | April 28, 2022 |
| <u>*</u> Jaime Sepulveda, M.D., D.Sc., M.P.H. | Director | April 28, 2022 |
| <u>*</u> Susan Silbermann | Director | April 28, 2022 |

*By: /s/ Robert Hershberg, M.D., Ph.D.
Robert Hershberg, M.D., Ph.D.
Attorney-in-fact

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 February 28, 2022 (except for the last paragraph of Note 7, as to which the date is April 25, 2022), with respect to the combined financial statements of HilleVax, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-264159) and related Prospectus of HilleVax, Inc. for the registration of shares of its common stock.

/s/ Ernst & Young LLP

San Diego, California
April 28, 2022

Calculation of Filing Fee Tables

Form S-1
(Form Type)

HilleVax, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

| | Security Type | Security Class Title | Fee Calculation or Carry Forward Rule | Amount Registered(1) | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price(2) | Fee Rate | Amount of Registration Fee |
|-----------------|---------------|--|---------------------------------------|----------------------|--|-------------------------------------|-----------|----------------------------|
| Fees to Be Paid | Equity | Common Stock, \$0.0001 par value per share | Rule 457(a) | 1,691,650 | \$17.00 | \$28,758,050 | 0.0000927 | \$ 2,666 |
| | | | Total Offering Amounts | | | \$28,758,050 | | \$ 2,666 |
| | | | Total Fees Previously Paid | | | | | — |
| | | | Total Fee Offsets | | | | | — |
| | | | Net Fee Due | | | | | 2,666 |

- (1) Represents only the additional number of shares being registered and includes 220,650 additional shares of common stock that the underwriters have the option to purchase. This does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-264159).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended.