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

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

Caribou Biosciences, 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)

45-3728228
(I.R.S. Employer
Identification Number)

2929 7th Street, Suite 105
Berkeley, California 94710
(510) 982-6030

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

Rachel E. Haurwitz, Ph.D.
President and Chief Executive Officer
Caribou Biosciences, Inc.
2929 7th Street, Suite 105
Berkeley, California 94710
(510) 982-6030

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

Ashok W. Mukhey, Esq.
Wendy A. Grasso, Esq.
Reed Smith LLP
1901 Avenue of the Stars, Suite 700
Los Angeles, California 90067
(310) 734-5200

Copies to:
Barbara G. McClung, Esq.
Chief Legal Officer and
Corporate Secretary
Caribou Biosciences, Inc.
2929 7th Street, Suite 105
Berkeley, California 94710
(510) 982-6030

Iilir Mujalovic, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-257604

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 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 each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common Stock, \$0.0001 par value per share	2,300,000 shares	\$16.00	\$36,800,000	\$4,015

- (1) Represents only the additional number of shares being registered and includes 300,000 additional shares of common stock that the underwriters have the option to purchase. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the amount being registered does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-257604).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act, based on the proposed maximum aggregate offering price. The Registrant previously registered 19,550,000 shares of common stock with an aggregate offering price not to exceed \$312,800,000 on a Registration Statement on Form S-1, as amended (File No. 333-257604), which was declared effective by the Securities and Exchange Commission on July 22, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36,800,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This 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 is being filed with respect to the registration of 2,300,000 additional shares of common stock, par value \$0.0001 per share, of Caribou Biosciences, Inc., a Delaware corporation, 300,000 shares of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The additional securities 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 earlier registration statement on Form S-1, as amended (File No. 333-257604) (the "Original Registration Statement"). The contents of the Original Registration Statement, which was declared effective by the Securities and Exchange Commission on July 22, 2021, are incorporated in this registration statement by reference. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Original Registration Statement.

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Reed Smith LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Reed Smith LLP (included in Exhibit 5.1).
24.1*	Power of Attorney.

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-257604), originally filed with the Securities and Exchange Commission on July 1, 2021 and incorporated by reference herein.

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 Berkeley, State of California on July 22, 2021.

CARIBOU BIOSCIENCES, INC.

By: /s/ Rachel E. Haurwitz
Rachel E. Haurwitz
President and 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/ Rachel E. Haurwitz</u> Rachel E. Haurwitz	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 22, 2021
<u>/s/ Jason V. O'Byrne</u> Jason V. O'Byrne	Chief Financial Officer <i>(Principal Financial Officer)</i>	July 22, 2021
<u>/s/ Ryan Fischesser</u> Ryan Fischesser	Controller <i>(Principal Accounting Officer)</i>	July 22, 2021
<u>*</u> Scott Braunstein	Director	July 22, 2021
<u>*</u> Andrew Guggenhime	Director	July 22, 2021
<u>*</u> Jeffrey Long-McGie	Director	July 22, 2021
<u>*</u> Natalie R. Sacks	Director	July 22, 2021

*By: /s/ Rachel E. Haurwitz
Rachel E. Haurwitz
Attorney-in-Fact



Reed Smith LLP
599 Lexington Avenue
New York, NY 10022-7650
+1 212 521 5400
Fax +1 212 521 5450
reedsmith.com

July 22, 2021

Caribou Biosciences, Inc.
2929 7th Street, Suite 105
Berkeley, CA 94710

Ladies and Gentlemen:

We have acted as counsel to Caribou Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1 (File No. 333-257604) (such registration statement, as amended through the date hereof, the "Original Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the offer and sale by the Company of shares of common stock, par value \$0.0001 per share of the Company (the "Common Stock"), as set forth in the prospectus included in the Original Registration Statement, and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the "Post-Effective Amendment," and together with the Initial Registration Statement, the "Registration Statement"). The Post-Effective Amendment relates to the registration of 2,300,000 shares of Common Stock of the Company (the "Additional Shares").

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have reviewed originals or copies of the Registration Statement and the related prospectus (the "Prospectus"), the certificate of incorporation and bylaws of the Company, as amended through the date hereof, and such other corporate records, agreements and documents of the Company, certificates or comparable documents of public officials and officers of the Company and have made such other investigations as we have deemed necessary as a basis for the opinion set forth below.

In rendering the opinion set forth below, we have assumed:

- a. the genuineness of all signatures;
- b. the legal capacity of natural persons;
- c. the authenticity of all documents submitted to us as originals;
- d. the conformity to original documents of all documents submitted to us as duplicates or conformed copies;
- e. as to matters of fact, the truthfulness of the representations made in certificates or comparable documents of public officials and officers of the Company;
- f. the board of directors of the Company or a duly constituted and acting committee of such board of directors will have taken all action necessary to set the public offering price of the Additional Shares; and
- g. with respect to the issuance of the Additional Shares, the amount of valid consideration paid in respect of such Additional Shares will equal or exceed the par value of such Additional Shares.

We have not independently established the validity of the foregoing assumptions.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, when the Additional Shares are issued and sold by the Company in the manner contemplated in the Registration Statement and Prospectus against payment therefor, the Additional Shares will be validly issued, fully paid and nonassessable.

Our opinion is limited to the General Corporation Law of the State of Delaware and we do not express any opinion herein concerning any other law. This opinion letter speaks only as of its date.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Reed Smith LLP

REED SMITH LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 MEF of our report dated May 7, 2021 (July 19, 2021 as to the effects of the forward stock split described in Note 2 and Note 16), relating to the financial statements of Caribou Biosciences, Inc., appearing in Registration Statement No. 333-257604 on Form S-1 of Caribou Biosciences, Inc. We also consent to the reference to us under the heading “Experts” in Registration Statement No. 333-257604 on Form S-1.

/s/ Deloitte & Touche LLP

San Francisco, California

July 22, 2021