

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

**FORM S-1
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

Phathom 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)

82-4151574
(I.R.S. Employer
Identification Number)

**2150 E. Lake Cook Road, Suite 800
Buffalo Grove, Illinois 60089
650-325-5156**

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

David Socks
President and Chief Executive Officer
Phathom Pharmaceuticals, Inc.
2150 E. Lake Cook Road, Suite 900
Buffalo Grove, Illinois 60089
650-325-5156

(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. 333-234020)

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, anon-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.

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(2) | Amount of Registration Fee(2)(3) |
|--|----------------------------|---|--|----------------------------------|
| Common stock, \$0.0001 par value per share | 1,912,630 | \$19.00 | \$36,339,970 | \$4,716.93 |

- (1) Represents only the additional number of shares being registered and includes 249,473 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. 333-234020) ("Prior Registration Statement").
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (3) The Registrant previously registered 9,085,000 shares of its common stock with an aggregate offering price not to exceed \$181,700,000 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on October 24, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36,339,970 are hereby registered, which includes shares that the underwriters have the option to purchase.

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 Phathom Pharmaceuticals, Inc. (the "Registrant") by 1,912,630 shares, 249,473 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. 333-234020) (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 October 15, 2019)</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 (included on the signature page of the Prior Registration Statement filed on September 30, 2019)</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 San Diego, State of California, on this 24th day of October, 2019.

PHATHOM PHARMACEUTICALS, INC.

By: /s/ David Socks
David Socks
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/ David Socks</u> David Socks | President, Chief Executive Officer and Director (principal executive officer) | October 24, 2019 |
| <u>/s/ Aditya Kohli, Ph.D.</u> Aditya Kohli, Ph.D. | Chief Business Officer (principal financial and accounting officer) | October 24, 2019 |
| <u>*</u> Tadataka Yamada, M.D. | Chairman | October 24, 2019 |
| <u>*</u> Michael F. Cola | Director | October 24, 2019 |
| <u>*</u> Terrie Curran | Director | October 24, 2019 |
| <u>*</u> Jonathan Edwards, Ph.D. | Director | October 24, 2019 |
| <u>*</u> Heidi Kunz | Director | October 24, 2019 |
| <u>*</u> Chris Slavinsky | Director | October 24, 2019 |
| <u>*</u> James Topper, M.D., Ph.D. | Director | October 24, 2019 |

*By: /s/ David Socks
David Socks
Attorney-in-fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on FormS-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 July 26, 2019 (except for the last paragraph of Note 8, as to which the date is October 15, 2019), with respect to the combined financial statements of Phathom Pharmaceuticals, Inc. included in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-234020) and related Prospectus of Phathom Pharmaceuticals, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Diego, California
October 24, 2019