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

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

Forma Therapeutics Holdings, 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)

37-1657129
(I.R.S. Employer
Identification Number)

Forma Therapeutics Holdings, Inc.
500 Arsenal Street, Suite 100
Watertown, Massachusetts 02472
(617) 679-1970

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

Frank D. Lee
President and Chief Executive Officer
500 Arsenal Street, Suite 100
Watertown, Massachusetts 02472
(617) 679-1970

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

Copies to:

William D. Collins, Esq.
Gabriela Morales-Rivera, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Jeannette Potts, Ph.D., J.D.
SVP, General Counsel
Forma Therapeutics Holdings, Inc.
500 Arsenal Street, Suite 100
Watertown, Massachusetts 02472
(617) 679-1970

Lisa Firenze, Esq.
Michael A. Lopes, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
(212) 230-8800

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, as amended, 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. 333-251198

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
Common stock, par value \$0.001 per share	\$45,525,050	\$4,967

- (1) The registration fee is calculated in accordance with Rule 457(o) 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 \$230,273,700 on a Registration Statement on Form S-1 (File No. 333-251198), which was declared effective by the Securities and Exchange Commission on December 10, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$45,525,050 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, based on an estimate of the proposed maximum aggregate offering price.

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 by reference

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Forma Therapeutics Holdings, Inc. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1 \(File No. 333-251198\)](#) (the “Prior Registration Statement”), which the Registrant filed with the Commission on December 8, 2020, and which the Commission declared effective on December 10, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered by the Registrant in the public offering by \$45,525,050, which includes additional shares that the underwriters have the option to purchase. The additional shares 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 Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this 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>Exhibit Index</u>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter 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 (File No. 333-251198), originally filed with the Securities and Exchange Commission on December 8, 2020 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Forma Therapeutics Holdings, Inc. 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 Watertown, Commonwealth of Massachusetts, on the 10th day of December, 2020.

Forma Therapeutics Holdings, Inc.

By: /s/ Frank D. Lee

Name: Frank D. Lee

Title: 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 indicated on the 10th day of December, 2020.

SIGNATURE	TITLE
<u>/s/ Frank D. Lee</u> Frank D. Lee	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Todd Shegog</u> Todd Shegog	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Timothy P. Clackson, Ph.D.	Director
<u>*</u> Marsha Fanucci	Director
<u>*</u> Wayne A. I. Frederick, M.D.	Director
<u>*</u> Peter Kolchinsky, Ph.D.	Director
<u>*</u> Paolo Paoletti, M.D.	Director
<u>*</u> Tom Wiggins	Director
<u>*</u> Peter J. Wirth, J.D.	Director

*By: /s/ Frank D. Lee

Frank D. Lee

Attorney-in-fact

December 10, 2020

Forma Therapeutics Holdings, Inc.
500 Arsenal Street, Suite 100
Watertown, Massachusetts 02472

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-251198 (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by Forma Therapeutics Holdings, Inc., a Delaware corporation (the "Company") of up to 6,095,000 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share, including 795,000 shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

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 April 8, 2020 (except for Note 19(e), as to which the date is June 15, 2020), with respect to the consolidated financial statements of Forma Therapeutics Holdings, Inc. included in the Registration Statement (Form S-1 No. 333-251198) and related Prospectus of Forma Therapeutics Holdings, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Boston, Massachusetts
December 10, 2020