

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

EVOFEM BIOSCIENCES, 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)

20-8527075
(I.R.S. Employer
Identification Number)

12400 High Bluff Drive, Suite 600
San Diego, CA 92130
(858) 550-1900

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

Saundra Pelletier
President and Chief Executive Officer
Evofem Biosciences, Inc.
12400 High Bluff Drive, Suite 600
San Diego, CA 92130
(858) 550-1900

(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 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, 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(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. File No. 333-224958

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or 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 (Do not check if a smaller reporting company) 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 registrant is an emerging growth company, as defined in Section 2(a) of the Securities Act. This Registration Statement complies with the requirements that apply to an issuer that is an emerging growth company.

This Registration Statement shall become effective upon filing in accordance with Rule 462(d) under the Securities Act of 1933.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-224958) is filed pursuant to Rule 462(d) solely to add an updated Exhibit 5.1 with respect to such Registration Statement.

PART II
INFORMATION NOT REQUIRED IN THIS PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

- (a) The Exhibits to the registration statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

EXHIBIT INDEX

Exhibit Number	Exhibit Title	Filed Herewith	Incorporated by Reference		
			Form	File No.	Date Filed
1.1	Form of Underwriting Agreement.		S-1	333-224958	05/16/2018
2.1 [^]	Agreement and Plan of Merger and Reorganization, dated as of October 17, 2017, by and among the Registrant, Evofem Biosciences Operations, Inc. and Nobelli Merger Sub, Inc.		8-K	001-36754-171139916	10/17/2017
2.2	Form of Support Agreement, by and between Evofem Biosciences Operations, Inc. and certain of its stockholders.		8-K	001-36754-171139916	10/17/2017
3.1	Amended and Restated Certificate of Incorporation.		10-K	001-36754	02/26/2018
3.2	Amended and Restated Bylaws of the Registrant.		8-K	001-36754-18546687	01/17/2018
4.1	Form of Stock Certificate.		10-K	001-36754	02/26/2018
4.2	Warrant to Purchase Stock, dated as of February 23, 2010, issued to Silicon Valley Bank.		S-1	333-199449	10/17/2014
4.3	Warrant to Purchase Stock, dated as of March 30, 2012, issued to Silicon Valley Bank.		S-1	333-199449	10/17/2014
4.4	Warrant to Purchase Stock, dated as of August 17, 2012, issued to Silicon Valley Bank.		S-1	333-199449	10/17/2014
4.5	Warrant Agreement, dated as of June 11, 2014, by and between the Registrant and Hercules Technology III, L.P.		S-1	333-199449	10/17/2014
4.6	Letter Terminating Registrant's Fourth Amended and Restated Investors' Rights Agreement, dated as of January 17, 2018, by and between the Registrant and the investors listed therein.		10-K	001-36754	02/26/2018
4.7	Form of Amended and Restated Warrant to Purchase Common Stock of the Registrant.		S-4	333-221592	11/15/2017
4.8	Form of Voting Agreement.		S-4	333-221592	11/15/2017
4.9	Form of Common Warrant.		S-1	333-224958	05/16/2018
4.10	Form of Pre-Funded Warrant.		S-1	333-224958	05/16/2018
5.1	Legal Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C.	X			
10.1	Form of Merger Lock-Up Agreement.		8-K	001-36754-171139916	10/17/2017
10.2	Twelfth Amendment, dated as of December 4, 2017, by and between the Registrant and LJ Gateway Office LLC.		8-K	001-36754-171247758	12/08/2017
10.3 [†]	Technology Transfer Agreement, dated as of December 12, 2012, by and between the Registrant and Domain Russia Investments Limited.		S-1	333-199449	10/17/2014

<u>Exhibit Number</u>	<u>Exhibit Title</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>		
			<u>Form</u>	<u>File No.</u>	<u>Date Filed</u>
10.4Δ	Separation and Release Agreement, dated as of January 17, 2018, by and between the Registrant and Susan Knudson.		8-K	001-36754-18546687	01/17/2018
10.5Δ	Separation and Release Agreement, dated as of January 29, 2018, by and between the Registrant and Maria Feldman.		10-K	001-36754	02/26/2018
10.6	Securities Purchase Agreement, dated as of October 17, 2017, by and among the Registrant, Evofem Biosciences Operations, Inc. and the investors listed therein.		8-K	001-36754-171139916	10/17/2017
10.7	Lease, dated as of July 3, 2008, by and between the Registrant and WW&LJ Gateways, LTD.		S-1	333-199449	10/17/2014
10.8	Ninth Amendment to Lease, dated as of April 21, 2014, by and between the Registrant and LJ Gateway Office LLC (as successor in interest to WW&LJ Gateways, LTD).		S-1	333-199449	10/17/2014
10.9	Tenth Amendment, dated as of January 20, 2015, by and between the Registrant and LJ Gateway Office LLC (as successor in interest to WW&LJ Gateways, LTD).		10-K	001-36754-161533653	03/29/2015
10.10	Eleventh Amendment, dated as of January 31, 2017, by and between the Registrant and LJ Gateway Office LLC (as successor in interest to WW&LJ Gateways, LTD).		8-K	001-363754-17609634	02/14/2017
10.11	Sublease, dated as of January 27, 2017, by and between the Registrant and Abacus Data Systems, Inc.		8-K	001-363754-17609634	02/14/2017
10.12Δ	Letter Agreement, dated as of July 3, 2014, by and between the Registrant and Martha J. Demski.		S-1	333-199449	10/17/2014
10.13Δ	Form of Indemnification Agreement, by and between the Registrant and each of its directors and executive officers.		S-1	333-199449	10/17/2017
10.14Δ	Amended and Restated 2007 Stock Plan, as amended.		S-1/A	333-199449	11/10/2014
10.15Δ	Form of Stock Option Agreement under 2007 Stock Plan.		S-1	333-199449	10/17/2014
10.16Δ	Amendment to 2014 Equity Incentive Plan.		10-Q	001-36754-161823046	08/11/2016
10.17Δ	Amended and Restated 2014 Equity Incentive Plan.		8-K	333-36754	05/08/2018
10.18Δ	Form of Stock Option Agreement under 2014 Equity Incentive Plan.		S-1/A	333-199449	11/10/2014
10.19Δ	Form of Restricted Stock Units Agreement under the 2014 Equity Incentive Plan.		S-1/A	333-199449	11/10/2014
10.20Δ	Form of Restricted Stock Agreement under the 2014 Equity Incentive Plan.		S-1/A	333-199449	11/10/2014

<u>Exhibit Number</u>	<u>Exhibit Title</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>		
			<u>Form</u>	<u>File No.</u>	<u>Date Filed</u>
10.21Δ	Form of Notice of Grant of Restricted Stock Units under the 2014 Equity Incentive Plan.		S-1/A	333-199449	11/10/2014
10.22Δ	Form of Notice of Grant of Restricted Stock under the 2014 Equity Incentive Plan.		S-1/A	333-199449	11/10/2014
10.23Δ	Form of Notice of Grant of Stock Option under the 2014 Equity Incentive Plan.		S-1/A	333-199449	11/10/2014
10.24Δ	2014 Employee Stock Purchase Plan.		S-1/A	333-199449	11/10/2014
10.25Δ	Amended and Restated Non-Employee Director Compensation Policy.		10-K	001-36754	02/26/2018
10.26	Consulting Agreement, dated as of April 1, 2017, by and between Evofem Biosciences Operations, Inc. and Thomas Lynch.		S-4	333-221592	11/15/2017
10.27Δ	Severance Agreement, dated as of November 16, 2015, by and between Evofem Biosciences Operations, Inc. and Justin J. File.		S-4	333-221592	11/15/2017
10.28Δ	Severance Agreement, dated as of April 27, 2015, by and between Evofem Biosciences Operations, Inc. and Sandra Pelletier.		S-4	333-221592	11/15/2017
10.29Δ	Offer Letter, dated as of April 15, 2015, by and between Evofem Biosciences Operations, Inc. and Kelly Culwell, M.D.		S-4	333-221592	11/15/2017
10.30Δ	Offer Letter, dated as of October 16, 2014, by and between Evofem Biosciences Operations, Inc. and Sandra Pelletier.		S-4	333-221592	11/15/2017
10.31Δ	Offer Letter, dated as of March 8, 2015, as amended, by and between Evofem Biosciences Operations, Inc. and Justin J. File.		S-4	333-221592	11/15/2017
10.32Δ	Amended Offer Letter, dated as of November 16, 2015, by and between Evofem Biosciences Operations, Inc. and Justin J. File.		S-4	333-221592	11/15/2017
10.33Δ	Evofem Biosciences Operations, Inc. Amended and Restated 2012 Equity Incentive Plan.		S-4	333-221592	11/15/2017
10.34Δ	Form of Notice of Option Grant and Option Agreement under the Evofem Biosciences Operations, Inc. 2012 Equity Incentive Plan.		S-4	333-221592	11/15/2017
10.35Δ	Form of Grant of Restricted Stock Award under the Evofem Biosciences Operations, Inc. 2012 Equity Incentive Plan.		S-4	333-221592	11/15/2017
10.36†	Amended and Restated License Agreement, by and between Rush University Medical Center and Evofem, Inc. dated as of March 27, 2014.		S-4	333-221592	11/15/2017

<u>Exhibit Number</u>	<u>Exhibit Title</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>		
			<u>Form</u>	<u>File No.</u>	<u>Date Filed</u>
10.37	Consent to Sub-Sublease, dated as of January 30, 2015, by and among Evofem, Inc., Kilroy Realty, L.P., Relational Investors LLC and WomanCare Global Trading, Inc.		S-4	333-221592	11/15/2017
10.38	Sublease Guaranty, dated as of January 30, 2015, by and between Evofem Biosciences Operations, Inc. and Relational Investors LLC.		S-4	333-221592	11/15/2017
10.39	Office Sublease, dated as of January 30, 2015, by and between Evofem, Inc. and Relational Investors LLC.		S-4	333-221592	11/15/2017
10.40	First Amendment to Sublease, dated as of February 22, 2017, by and between Evofem, Inc. and WomanCare Global Trading Inc.		S-4	333-221592	11/15/2017
10.41	Sublease, dated as of January 30, 2015, by and between Evofem, Inc. and WomanCare Global Trading, Inc.		S-4	333-221592	11/15/2017
10.42Δ	Executive Employment Agreement, dated as of October 15, 2014, by and between the Registrant and Susan Knudson.		S-1	333-199449	10/17/2014
10.43	Form of Registration Rights Agreement.		8-K	001-36754-171139916	10/17/2017
16.1	Letter from Ernst & Young LLP dated as of January 25, 2018.		8-K	001-36754-18546687	01/25/2018
21.1	List of Registrant Subsidiaries.		10-K	001-36754	02/26/2018
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.		S-1	333-224958	05/16/2018
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.		S-1	333-224958	05/16/2018
23.3	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C. (included in Exhibit 5.1).	X			
24.1	Power of Attorney.		S-1	333-224958	05/16/2018

Δ Management Compensation Plan or arrangement

† Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment pursuant to Rule 406 under the Securities Act of 1933

^ The schedules and exhibits to the Merger Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon request.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized in the city of San Diego, California, on this 22nd day of May, 2018.

EVOFEM BIOSCIENCES, INC.

By: /s/ Sandra Pelletier

Name: Sandra Pelletier

Title: *President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement on Form S-1 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/ Sandra Pelletier</u> Sandra Pelletier	President and Chief Executive Officer and Director (Principal Executive Officer)	May 22, 2018
<u>/s/ Justin J. File</u> Justin J. File	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 22, 2018
* <u>Thomas Lynch</u>	Chairman of the Board	May 22, 2018
* <u>Gillian Greer, Ph.D.</u>	Director	May 22, 2018
* <u>William Hall, Ph.D., M.D.</u>	Director	May 22, 2018
* <u>Kim P. Kamdar, Ph.D.</u>	Director	May 22, 2018

Signature

Title

Date

* _____ Director
Tony O'Brien

May 22, 2018

* _____ Director
Colin Rutherford

May 22, 2018

*By: /s/ Sandra Pelletier _____
Sandra Pelletier, Attorney-In-Fact

May 22, 2018

MINTZ LEVIN

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Suite 300
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May 22, 2018

Evoform Biosciences, Inc.
12400 High Bluff Drive, Suite 600
San Diego, CA 92130

Ladies and Gentlemen:

We have acted as legal counsel to Evoform Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement (No. 333-224958) on Form S-1 (the "Registration Statement"), pursuant to which the Company is registering the offering for sale under the Securities Act of 1933, as amended (the "Securities Act") (i) 9,775,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock") (ii) pre-funded warrants to purchase up to 8,500,000 shares of Common Stock (the "Pre-Funded Warrants"), (iii) warrants to purchase up to 1,955,000 shares of Common Stock (the "Common Warrants"; together with Pre-Funded Warrants, the "Warrants"), and (iv) 10,455,000 shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares"; together with the Shares and the Warrants, the "Securities"). The Securities include Securities issuable subject to an underwriters' option granted by the Company.

The Securities are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and among the Company and RBC Capital Markets, LLC and Cantor Fitzgerald & Co., as representatives of the several underwriters to be named therein. The form of the Underwriting Agreement has been filed as Exhibit 1.1 to the Registration Statement. This opinion is being rendered in connection with the filing of the Registration Statement with the Commission.

In connection with this opinion, we have examined the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect; the form of the Underwriting Agreement; the form of Pre-Funded Warrant; the form of Common Warrant; and such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

With respect to the Warrant Shares, we express no opinion to the extent that, notwithstanding its current reservation of shares of the Company's common stock, future issuances of securities, including the Warrant Shares, of the Company and/or adjustments to outstanding securities, including the Warrants, of the Company may cause the Warrants to be exercisable for more shares of the Company's common stock than the number that then remain authorized but unissued. Further, we have assumed the Exercise Price (as defined in the Warrants) will not be adjusted to an amount below the par value per share of the Company's common stock.

Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | LONDON | LOS ANGELES | NEW YORK | SAN DIEGO | SAN FRANCISCO | STAMFORD | WASHINGTON

Evoform Biosciences, Inc.
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statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion (i) that the Shares, when issued and sold in accordance with the form of the Underwriting Agreement filed as an exhibit to the Registration Statement, will be validly issued, fully paid and nonassessable, (ii) provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, the Warrants, when issued and sold as contemplated in the Registration Statement will be valid and legally binding obligations of the Company, and (iii) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrants and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the prospectus which forms part of the Registration Statement, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.